

Whispering Heights Real Estate Private Limited

CIN: U70109MH2016PTC286771

Regd. Office: Raheja Tower, Plot No. C- 30, Block "G", Bandra Kurla Complex, Bandra (E), Mumbai – 400051. Tel: +91-22-2656 4000 Fax: +91-22-2656 4004 Web: www.whisperingheights.co.in

To,
The Board of Directors,
Whispering Heights Real Estate Private Limited

BOARD MEETING- 1/2024-2025 – NOTICE AND AGENDA OF THE BOARD MEETING

Notice is hereby given that Meeting No. 1 of the financial year 2024-2025 of the Board of Directors of Whispering Heights Real Estate Private Limited is proposed to be held at a shorter notice as per the schedule mentioned herein below:

Date: Friday, May 10, 2024 Time: 02.00 p.m.	Venue: 15 th Floor, Raheja Tower, Plot No. C- 30, Block "G", Bandra Kurla Complex, Bandra (E), Mumbai – 400051
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Item no.	Business to be transacted	Submitted for approval / noting
1.	To appoint Chairperson of the meeting	-
2.	To grant leave of absence, if any	-
3.	To note the minutes of the previous Board Meeting held on February 13, 2024	Noting
4.	To take note of the following circular resolutions passed since the previous Board meeting: - Circular Resolution No. 1 of the financial year 2024-2025 passed with requisite majority on April 17, 2024: Approval for fourth amendment to ISHA - Circular Resolution No. 2 of the financial year 2024-2025 passed with requisite majority on April 17, 2024: Authorisation for labour law matters	Noting
5.	To take note of the following disclosures of interest received from the Directors of the Company: A) To take note of the Annual disclosure of interest by Directors in Forms MBP-1 and declaration from Directors in Forms DIR-8 under the provisions of the Companies Act, 2013 B) To take note of change in disclosure of interest received from the Director of the Company	Noting
6.	To consider and approve: A) Audited Financial Statements of the Company for the financial year ended March 31, 2024, and take on record the draft audit report by the Statutory Auditors thereon B) Unaudited Financial Results for the quarter ended March 31, 2024 and Audited Financial Results for the financial year ended March 31, 2024, and take on record the report by the Statutory Auditors thereon in terms of Regulation 52 and Regulation 54 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Approval
7.	To take note of the internal audit and action taken report received from Ernst & Young LLP for the quarter ended March 31, 2024	Noting

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8.	To take note of progress with testing of internal financial controls and risk matrix	Noting
9.	To consider, note and take on record the draft Secretarial Audit Report for the financial year ended March 31, 2024, issued by Dilip Bharadiya & Associates, Practicing Company Secretaries, Secretarial Auditor of the Company	Noting
10.	To approve the draft of Board's Report of the Company for the financial year ended March 31, 2024	Approval
11.	To approve the date, time, venue and draft notice of Annual General Meeting of the Company for the financial year ended March 31, 2024	Approval
12.	To review the business and projects of the Company	Noting
13.	To note and take on record the related party transactions, if any, entered into by the Company in the ordinary course of business and on arm's length basis during the financial year ended March 31, 2024 and to approve the entries, if any, to be made in the Register of Contracts required to be maintained u/s 189 of the Companies Act, 2013	Noting
14.	To take note of the submissions made to Stock Exchanges and the Debenture Trustee	Noting
15.	To approve the Quarterly Compliance report to be submitted by the Company to debenture trustee, i.e Vistra ITCL (India) Limited pursuant to the applicable provisions of Companies Act, 2013, Companies (Share Capital and Debenture) Rules 2014, SEBI (Issue and Listing of Non-convertible Securities) 2021, 'SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Debenture Trustee) Regulations 1993, as amended from time to time	Approval
16.	To take note of the remuneration of Deloitte Haskins & Sells LLP, Statutory auditors of the Company for the financial year 2024-2025	Noting
17.	To approve the appointment of Aabid & Co., Practicing Company Secretaries, as the Secretarial Auditor of the Company for the financial year 2024-2025	Approval
18.	To approve the appointment of PricewaterhouseCoopers Services LLP, Chartered Accountants, as the Internal Auditor of the Company for the financial year 2024-2025	Approval
19.	To review compliance with the provisions of SEBI (Prohibition of Insider Trading), Regulations 2015("PIT Regulations") and the Policy on Unpublished Price Sensitive Information and Dealing in Debt Securities ("Insider Policy") and systems for internal control	Noting
20.	To grant authorization in respect of Human Resources and administration related matters	Approval
21.	To consider any other matter with the permission of the Chair	-

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You are requested to make it convenient to attend the meeting.

For Whispering Heights Real Estate Private Limited

Sd/-

Ankitha Jain

Company Secretary

Membership No: A36271

Date: May 6, 2024

Place: Navi Mumbai

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ITEM NO. 1: TO APPOINT CHAIRPERSON OF THE MEETING

The Directors present shall elect a Chairperson of the meeting who shall take the Chair, call the meeting to order and commence the proceedings.

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ITEM NO. 2: TO GRANT LEAVE OF ABSENCE, IN ANY

Leave of Absence may be granted to a director who convey his/her inability to attend the meeting. The Board is requested to kindly consider and grant a leave of absence to the Director(s) who may request the same.

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ITEM NO. 3: TO NOTE THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON FEBRUARY 13, 2024

The Board is requested to take note of the minutes of the previous Board meeting held on February 13, 2024, enclosed herewith as **Annexure 3A**.

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ITEM NO. 4: TO TAKE NOTE OF THE FOLLOWING CIRCULAR RESOLUTION(S) PASSED SINCE THE PREVIOUS BOARD MEETING

The Board is requested to take note of the following resolutions passed by circulation with requisite majority on April 17, 2024:

Circular Resolution No. 1 of the financial year 2024-2025 passed with requisite majority on April 17, 2024: Approval for fourth amendment to ISHA:

***“RESOLVED THAT** consent of the Board of Directors of the Company, be and is hereby accorded to enter into a supplementary writing to the Investment And Shareholders’ Agreement dated December 30, 2016 (‘ISHA’) executed by and amongst the Company and the other parties, draft of which is placed before the Board, to take on record that: (a) the Support Service Provider as defined in the ISHA shall mean K. Raheja Corp Real Estate Private Limited (‘KRCREPL’) pursuant to the Scheme of Arrangement between K. Raheja Corporate Services Private Limited and KRCREPL sanctioned by National Company Law Tribunal vide an order dated July 27, 2023, and all reference to the Support Service Provider in the ISHA with effect from September 1, 2023 shall refer to KRCREPL; (b) the equity shares held by Ravi Chandru Raheja jointly with Chandru Lachmandas Raheja and Jyoti Chandru Raheja be transferred to Ravi Chandru Raheja as the sole shareholder, and the equity shares held by Neel Chandru Raheja jointly with Chandru Lachmandas Raheja and Jyoti Chandru Raheja be transferred to Neel Chandru Raheja as the sole shareholder; and that (c) Chandru Lachmandas Raheja and Jyoti Chandru Raheja shall cease to be parties to the ISHA from the date of such transfer of ownership.*

***RESOLVED FURTHER THAT** the any one of the Directors of the Company or Mr. Vinod Rohira, Authorised Signatory, (hereinafter referred to as ‘Attorney’), be and are hereby severally authorized, for and on behalf of the Company, to negotiate, agree, modify and finalize the Supplementary Writing to the ISHA and to execute the same as so finalized, and also to do all such acts, deeds, matters and things, and to execute such other documents and writings as may be required under or pursuant to the Agreement, or to give effect to this resolution.*

***RESOLVED FURTHER THAT** the Common Seal of the Company, if required, be affixed to the necessary documents by any one of the Directors or the Attorney.*

***RESOLVED FURTHER THAT** a letter of authorization along with a certified copy of this resolution be issued to the aforesaid Attorney and the Company does hereby declare that any and all lawful acts, deeds, matters, things and writings which may be done or executed pursuant to this authorization by the said Attorney on behalf of the Company, shall be good, valid and effectual to all intents and purposes as if done and executed by the Company and the Company hereby assures that the same shall be considered as ratified and confirmed by the Company.*

***RESOLVED FURTHER THAT** copies of the resolution, certified to be true, by any one of the Directors or the Company Secretary of the Company, as appointed from time to time, be issued to persons who may require the same, and they be requested to act / rely thereupon.”*

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Circular Resolution No. 2 of the financial year 2024-2025 passed with requisite majority on April 17, 2024: Authorisation for labour law matters

***“RESOLVED THAT** in supersession of all earlier resolutions passed in this regard, the Directors of the Company or Mr. Raman Sapru, Mr. Rajan MG, Mr. Sameer Pawar and Mr. Santosh Sinha, Authorised Signatories, (hereinafter referred to as ‘Attorneys’), be and are hereby severally authorised to sign and submit for and on behalf of the Company, necessary forms, returns, declarations, undertakings, appear, make submissions and represent the Company before Authorities under The Contract Labour (Regulation And Abolition) Act, 1970, The Building & Other Construction Workers (Regulation of Employment & Conditions of Service) Act, 1996 and The Maharashtra Mathadi, Hamal & Other Manual Workers (Regulation of Employment & Welfare) Act, 1969 and such other labour laws and regulations as may be applicable to the Company from time to time and to do such other acts, deeds, matters and things as may be required under the said Acts or incidental to such submission of forms/ returns in respect of the Company’s projects.*

***RESOLVED FURTHER THAT** a letter of authorization along with a certified copy of this resolution be issued to the aforesaid Attorneys, and the Company does hereby declare that any and all lawful acts, deeds, matters, things and writings which may be done or executed pursuant to this authorization by the said Attorneys on behalf of the Company, shall be good, valid and effectual to all intents and purposes as if done and executed by the Company and the Company hereby assures that the same shall be considered as ratified and confirmed by the Company.*

***RESOLVED FURTHER THAT** a copy of this resolution, certified to be true by any Director or Company Secretary of the Company, as appointed from time to time, be provided to the concerned authorities or such other persons as may be required.”*

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ITEM NO. 5: TO TAKE NOTE OF THE FOLLOWING DISCLOSURES OF INTEREST RECEIVED FROM THE DIRECTORS OF THE COMPANY

A) To take note of the Annual disclosure of interest by Directors in Forms MBP-1 and declaration from Directors in Forms DIR-8 under the provisions of the Companies Act, 2013:

The Board is requested to take on record the Annual disclosures of interest in Forms MBP-1 pursuant to Section 184(1) of the Companies Act, 2013, read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Forms DIR-8 pursuant to Section 164(2) of the Companies Act, 2013, read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, received from all the Directors of the Company. Disclosures from Mr. Ravi Raheja and Ms. Preeti Chheda have been enclosed with the agenda for the perusal of the Board, in **Annexures 5A-5B**, and the disclosures from Mr. Amit Mathur and Mr. Raj Shah, shall be placed at the meeting for perusal of the Board. Accordingly, the Board is requested to approve the following draft resolution with or without modification(s):

“RESOLVED THAT the Annual disclosures of interest in Forms MBP-1, pursuant to Section 184(1) of the Companies Act, 2013, read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Forms DIR-8 pursuant to Section 164(2) of the Companies Act, 2013, read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, received from the following Directors of the Company and as placed before the Board, be and are hereby noted and taken on record:

1. Mr. Ravi Raheja
2. Ms. Preeti Chheda
3. Mr. Amit Mathur
4. Mr. Raj Shah

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution, certified to be true by any Director or Company Secretary of the Company, as appointed from time to time, be provided to the concerned authorities or such other persons as may be required.”

B) To take note of change in disclosure of interest received from the Director of the Company:

The Board is requested to note that pursuant to provisions of Section 184(1) of the Companies Act, 2013, read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014, every director shall disclose change in his/her concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding in Form MBP-1.

Accordingly, the Company has received Form MBP-1 from Mr. Ravi Raheja, Director of the Company, copy of which is enclosed herewith as **Annexure 5C** for the perusal of the Board. The Board is requested to take note of the same, and pass the following draft resolution with or without modification(s):

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"RESOLVED THAT the change in disclosure of interest in Forms MBP-1 pursuant to Section 184(1) of the Companies Act, 2013, read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014, received from Mr. Ravi Raheja, Director of the Company and as mentioned herein below, be and is hereby noted and taken on record:

Sl. No.	Name of Companies/ Bodies Corporate (Indian as well as Overseas)	Nature of Interest or concern / Change in interest or concern	% of the Paid-Up Capital	Date on which interest or concern arose / changed
1.	Madhurawada Holdings Private Limited	Became a Member	50	April 3, 2024

RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution, certified to be true by any Director or Company Secretary of the Company, as appointed from time to time, be provided to the concerned authorities or such other persons as may be required."

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ITEM NO. 6: TO CONSIDER AND APPROVE:

A) Audited Financial Statements for the financial year ended March 31, 2024, and take on record the draft audit report by the Statutory Auditors thereon:

The draft financial statements of the Company which comprises Audited Balance sheet as at March 31, 2024 and the Audited Statement of profit and loss, Audited Statement of cash flow and statement of changes in Equity for financial year ended March 31, 2024 and a summary of significant accounting policies and other explanatory information (collectively "**Financial Statements**") have been prepared by the Company.

The said Financial Statements along with the draft audit report on the Financial Statements ("**Report on Financial Statements**") issued by Deloitte Haskins & Sells LLP, Chartered Accountants, statutory auditors of the Company, shall be tabled at the meeting.

Accordingly, the Board is requested to consider and approve the Financial Statements and the Report on Financial Statements by passing the following draft resolution with or without modification(s):

"RESOLVED THAT pursuant to the provisions of section 134 of the Companies Act, 2013, read with applicable rules, the financial statements of the Company which comprises Audited Balance sheet as at March 31, 2024 and the Audited statement of profit and loss, Audited statement of cash flow and statement of changes in Equity for the financial year ended March 31, 2024 and a summary of significant accounting policies and other explanatory information (collectively "**Financial Statements**"), as placed before the Board, be and are hereby received, considered and approved;

RESOLVED FURTHER THAT the draft audit report by Statutory Auditors in relation to the Financial Statements, as placed before the Board, be and is hereby taken on record.

RESOLVED FURTHER THAT the said Financial Statements, be signed by any two Directors and the Company Secretary of the Company and be sent to Statutory Auditors of the Company for their report thereon.

RESOLVED FURTHER THAT a copy of this resolution, certified to be true by any Director or Company Secretary of the Company, be provided to the concerned authorities or such other persons as may be required."

B) Unaudited Financial Results for the quarter ended March 31, 2024 and Audited Financial Results for financial year ended March 31, 2024, and take on record the report by the Statutory Auditors thereon in terms of Regulation 52 and Regulation 54 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The Board is requested to note that Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Regulations**"), requires:

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- The listed entity to prepare and submit unaudited or audited quarterly and year to date financial results on a quarterly basis within sixty days from the end of the last quarter to the stock exchange.
- Unaudited financial results on quarterly basis to be accompanied by audit review report prepared by the Statutory Auditors of the listed entity.

Accordingly, the Board is requested to note that in terms of the aforesaid requirements, financial results of the Company, which comprises the Audited Balance sheet as at March 31, 2024, the Audited Statement of profit and loss, including other comprehensive income, the Audited Statement of cash flow for the financial year ended March 31, 2024 and select explanatory information and Unaudited Statement of Profit and Loss and Cash flow for the quarter ended March 31, 2024, (collectively "**Financial Results**") are prepared by the Company and shall be submitted to BSE Limited (BSE) where non-convertible debentures of the Company are listed, within 60 days from the end of the quarter ended March 31, 2024.

The said Financial Results along with the report on the Financial Results ("**Report**") prepared by Deloitte Haskins & Sells LLP, Chartered Accountants, statutory auditors of the Company shall be tabled before the Board.

The Board is requested to note that vide notification dated September 07, 2021, Regulation 52 of the Listing Regulations were amended, inter-alia, mandating entities that have listed non-convertible securities to disclose financial results on a quarterly basis, including assets & liabilities and cash flows as well as requiring certain changes in the line items in the financial results. Further, as per SEBI Operational Circular SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29, 2022, the format for Limited Review/ Audit Report for issuers of non-convertible securities has been revised.

Accordingly, the Board is requested to consider and approve the financial results to be disclosed to the stock exchanges and also take on record the report by the Statutory auditors.

Accordingly, the Board is requested to approve the following draft resolution with or without modification(s):

"RESOLVED THAT pursuant to Regulation 52 and Regulation 54 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, ("Listing Regulations") as amended from time to time read with SEBI Operational Circular SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29, 2022,

- (a) Audited financial results of the Company which comprises of the Audited Balance Sheet as at March 31, 2024, Audited statement of Profit & Loss, including other comprehensive income, the Audited statement of cash flow for the financial year ended March 31, 2024 and select explanatory information;
- (b) Unaudited financial results of the Company which comprises of the Balance Sheet, Statement of Profit & Loss, including other comprehensive income, the statement of cash flow for the quarter ended March 31, 2024 and select explanatory information;

(collectively "**Financial Results**"), presented at the meeting, be and is hereby received, considered and approved.

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RESOLVED FURTHER THAT the said financial results, be signed by any one Director of the Company, for and on behalf of the Board of Directors of the Company for submission to the stock exchange.

RESOLVED FURTHER THAT the duly signed and authenticated copy of the financial results be submitted to Deloitte Haskins & Sells LLP, Chartered Accountants, statutory auditors of the Company for their report thereon.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution, certified to be true by any Director or Company Secretary of the Company, be provided to the concerned authorities or such other persons as may be required."

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ITEM NO. 7: TO TAKE NOTE OF THE INTERNAL AUDIT AND ACTION TAKEN REPORT RECEIVED FROM ERNST & YOUNG LLP FOR THE QUARTER ENDED MARCH 31, 2024

The Board is requested to take note of the internal audit and action taken report received from Ernst & Young LLP for the quarter ended March 31, 2024, which shall be placed before the Board at the Meeting.

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ITEM NO. 8: TO TAKE NOTE OF PROGRESS WITH TESTING OF INTERNAL FINANCIAL CONTROLS AND RISK MATRIX

The Board is requested to take note of the progress made with testing of internal financial controls and risk matrix for the Company.

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ITEM NO. 9: TO CONSIDER, NOTE AND TAKE ON RECORD THE DRAFT SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, ISSUED BY DILIP BHARADIYA & ASSOCIATES, PRACTICING COMPANY SECRETARIES, SECRETARIAL AUDITOR OF THE COMPANY

The Board is requested to consider, note, and take on record the draft Secretarial Audit Report for the financial year ended March 31, 2024, issued by Dilip Bharadiya & Associates, Practicing Company Secretaries, which is annexed herewith as **Annexure 9A** for perusal of the Board.

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ITEM NO. 10: TO APPROVE THE DRAFT OF BOARD'S REPORT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

The Board is requested to note that pursuant to the provisions of Section 134 of the Companies Act, 2013, read with rules framed thereunder, a draft report of the Board of Directors of the Company shall be placed before the Board at the meeting. The Board is requested to consider and approve the same and authorize any two directors of the Company to sign the same on behalf of the Company. Accordingly, the Board is requested to approve the following draft resolution with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 134 of the Companies Act, 2013 read with applicable rules, the draft Board's Report for the financial year ended March 31, 2024, placed before the meeting, be and is hereby approved and recommended to the shareholders of the Company for their approval at the ensuing Annual general meeting.

RESOLVED FURTHER THAT any two of the Directors of the Company, be and are hereby authorized to sign the said Board's Report for and on behalf of the Board of Directors of the Company.

RESOLVED FURTHER THAT the Directors or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.

RESOLVED FURTHER THAT a copy of this resolution, certified to be true by any Director or Company Secretary of the Company, be provided to the concerned authorities or such other persons as may be required."

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ITEM NO. 11: TO APPROVE THE DATE, TIME, VENUE AND DRAFT NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

The Board is requested to note that pursuant to the provisions of Section 96 of the Companies Act, 2013, read with rules framed thereunder, the Company is required to convene Annual General Meeting ('AGM') for the financial year ended March 31, 2024. The Board is requested to discuss and decide a convenient time, date and venue to convene the ensuing AGM. A copy of draft notice thereof, is enclosed herewith as **Annexure 11A** for perusal of the Board. Accordingly, the Board is requested to approve the following draft resolution with or without modification(s):

"RESOLVED THAT the Annual General Meeting of the Company ('AGM') be convened on Friday, June 28, 2024, at 11.00 a.m., as per the draft notice placed before the meeting for the perusal of the Board.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to convene the said AGM and to issue the notice thereof to the members of the Company and to the persons entitled thereto along with a copy of Annual Report of the Company.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.

RESOLVED FURTHER THAT a copy of this resolution, certified to be true by any Director or Company Secretary of the Company, be provided to the concerned authorities or such other persons as may be required."

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ITEM NO. 12: TO REVIEW THE BUSINESS AND PROJECTS OF THE COMPANY

A detailed presentation on the business and project of the Company will be circulated prior to the meeting. The Board is requested to take note of the same.

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ITEM NO. 13: TO NOTE AND TAKE ON RECORD THE RELATED PARTY TRANSACTIONS, IF ANY, ENTERED INTO BY THE COMPANY IN THE ORDINARY COURSE OF BUSINESS AND ON ARM'S LENGTH BASIS DURING THE FINANCIAL YEAR ENDED MARCH 31, 2024 AND TO APPROVE THE ENTRIES, IF ANY, TO BE MADE IN THE REGISTER OF CONTRACTS REQUIRED TO BE MAINTAINED U/S 189 OF THE COMPANIES ACT, 2013

The Board is requested to note that the related party transactions entered by the Company during the financial year 2023-2024 are in the ordinary course of business and on arms' length basis.

The Board is further requested to approve the entries if any, made in the Register of Contracts required to be maintained under Section 189 of the Companies Act, 2013.

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ITEM NO. 14: TO TAKE NOTE OF THE SUBMISSIONS MADE TO STOCK EXCHANGES AND THE DEBENTURE TRUSTEE

The Board is requested to note that pursuant to the listing of the debentures with BSE Limited, Chapter V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, has become applicable to the Company. Accordingly, all the compliance requirements filed with Stock exchange (‘BSE’) / debenture trustee [‘Vistra ITCL (India) Limited’] till the date of sending this notice, are annexed herewith as **Annexures 14A** for perusal of the Board.

Sr. No.	Particulars	Relevant
1.	Centralized database for Corporate Bonds/ Debentures for the financial year ended March 31, 2024	Disclosure in terms of SEBI Master Circular dated August 10, 2021, updated as on July 07, 2023
2.	Statement of Investor Complaints for the Quarter ended March 31, 2024	Regulation 13(3) of the SEBI (LODR) Regulations, 2015
3.	Specifications related to International Securities Identification Number (ISINs) for debt securities	Submission pursuant to SEBI Circular SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021, (‘Circular’) regarding specifications related to International Securities Identification Number (ISINs) for debt securities issued under the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, for the half year ended September 30, 2023
4.	Details of Compliance Officer and RTA	Reg. 6(1) and 7(1) of the SEBI (LODR) Regulations, 2015
5.	Compliance Certificate for the financial year ended March 31, 2024	As per regulation 7 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
6.	Compliance certificate for Structured Digital Database (SDD) for the quarter ended March 31, 2024	Regulation 3(5) and 3 (6) of SEBI (Prohibition of Insider Trading Regulations), 2015 (PIT regulations)
7.	Closure of Trading Window	SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and the Policy on unpublished price sensitive information and dealing in the securities
8.	Newspaper publication for the quarter ended December 31, 2023	Regulation 52(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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9.	Outcome of Board Meeting for approving Unaudited Condensed Standalone Interim Financial Results of the Company for the quarter ended December 31, 2023	Regulations 52 and 54 of the SEBI (LODR) Regulations, 2015
10.	Prior intimation of the Meeting of the Board of Directors of the Company to be held on May 10, 2024	Regulation 50 (1) of the SEBI (LODR) Regulations, 2015

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ITEM NO. 15: TO APPROVE THE QUARTERLY COMPLIANCE REPORT FOR THE QUARTER ENDED MARCH 31, 2024 TO BE SUBMITTED BY THE COMPANY TO DEBENTURE TRUSTEE [VISTRA ITCL (INDIA) LIMITED] PURSUANT TO THE APPLICABLE PROVISIONS OF 'COMPANIES ACT, 2013', 'COMPANIES (SHARE CAPITAL AND DEBENTURE) RULES 2014', 'SEBI (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) 2021', 'SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND 'SEBI (DEBENTURE TRUSTEE) REGULATIONS 1993', AS AMENDED FROM TIME TO TIME

The Board is requested to note that as per Regulation 15(1) of the SEBI (Debenture Trustees) Regulations, 1993, every debenture trustee is required to call for periodical status/ performance reports from the issuer company within 7 days of the relevant board meeting or within 45 days of the respective quarter, whichever is earlier.

Vistra ITCL (India) Limited, Debenture Trustee of debentures issued by the Company, has sought a report for the quarter ended March 31, 2024, in a prescribed format which is required to be submitted within 60 days from the end of the quarter ended March 31, 2024.

The Board is requested to approve the aforementioned report for the non-convertible debentures issued by the Company, which is annexed herewith as **Annexure 15A**.

Further, the Board is requested to pass the following resolution with or without modification(s) after which the aforesaid report shall be submitted to the Debenture Trustee:

"RESOLVED THAT pursuant to 15(1) of the SEBI (Debenture Trustees) Regulations, 1993 and other provisions under applicable laws, the Board do hereby approve the compliance report for the quarter ended March 31, 2024, a copy of which is placed before the Board, in respect of issuance and allotment of 1,56,00,000 fully-paid, rated, listed, unsecured, redeemable, non-convertible debentures ("the debentures") of face value of INR 100 each.

RESOLVED FURTHER THAT any of the Directors or Company Secretary, Authorised Persons, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable to implement the above resolution including to finalise, sign and submit the said report to the debenture trustee, Vistra ITCL (India) Limited.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or Company Secretary, be provided to the concerned authorities or such / other persons as may be required."

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ITEM NO. 16: TO CONSIDER AND APPROVE THE REMUNERATION OF DELOITTE HASKINS & SELLS LLP, STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-2025 (details will be tabled at the meeting)

The Board is requested to approve the remuneration of Deloitte Haskins & Sells, LLP, Statutory auditors of the Company, which has been decided as Rs. _____ (Rupees _____) for the financial year 2024-2025.

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ITEM NO. 17: TO APPROVE THE APPOINTMENT OF AABID & CO., PRACTICING COMPANY SECRETARIES, AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2024-2025

The Board is requested to note that in terms of Section 204 of the Companies Act, 2013, read with the rules framed thereunder, the Company is required to appoint a secretarial auditor to conduct a secretarial audit for the financial year 2024-2025. The Board is requested to note that Aabid & Co., Practicing Company Secretaries, are proposed to be appointed as the Secretarial Auditor of the Company for the financial year 2024-2025. The Board is requested to approve their appointment on mutually agreed terms and conditions for the financial year 2024-2025. The engagement letter along with the consent for appointment is annexed herewith as **Annexure 17A**. Accordingly, the Board is requested to approve the following draft resolution with or without modification(s):

“RESOLVED THAT pursuant to Section 204 and other applicable provisions of Companies Act, 2013, consent of the Board be and is and hereby accorded for the appointment of Aabid & Co., Practicing Company Secretaries, as the Secretarial Auditor of the Company for the financial year 2024-2025, as per the terms of engagement placed before the Board for its perusal.

RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorized to negotiate the remuneration and other terms of appointment from time to time.

RESOLVED FURTHER THAT the Directors or the Company Secretary of the Company, as appointed from time to time, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.

RESOLVED FURTHER THAT a copy of this resolution, certified to be true by any Director or Company Secretary of the Company, be provided to the concerned authorities or such other persons as may be required.”

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ITEM NO. 18: TO APPROVE THE APPOINTMENT OF PRICEWATERHOUSECOOPERS SERVICES LLP, CHARTERED ACCOUNTANTS, AS THE INTERNAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2024-2025

The Board is requested to note that in terms of Section 138 of the Companies Act, 2013, read with the rules framed thereunder, the Company is required to appoint an internal auditor to conduct an internal audit of the functions and operations of the Company for the financial year 2024-2025. The Board is informed that it is proposed to appoint PricewaterhouseCoopers Services LLP, who have offered and consented to act as internal auditor of the Company to conduct the internal audit of its functions and activities for the financial year 2024-2025. The engagement letter together with the audit scope is annexed herewith as **Annexure 18A**. Accordingly, the Board is requested to approve the following draft resolution with or without modification(s):

"RESOLVED THAT pursuant to provisions of Section 138 and other applicable provisions of Companies Act, 2013, consent of the Board be and is and hereby accorded for the appointment of PricewaterhouseCoopers Services LLP, as the Internal Auditor of the Company for the financial year 2024-2025 as per the terms of engagement placed before the Board for its approval.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, as appointed from time to time, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution."

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ITEM NO. 19: TO REVIEW COMPLIANCE WITH THE PROVISIONS OF SEBI (PROHIBITION OF INSIDER TRADING), REGULATIONS 2015 ("PIT REGULATIONS") AND THE POLICY ON UNPUBLISHED PRICE SENSITIVE INFORMATION AND DEALING IN UNITS ("INSIDER POLICY") AND SYSTEMS FOR INTERNAL CONTROL

The Board is requested to note that during the year under review, the Company has complied with the provisions of SEBI (Prohibition of Insider Trading), Regulations 2015("PIT Regulations") and the Policy on Unpublished Price Sensitive Information and Dealing in Units ("Insider Policy"). Also, the Company has maintained System Driven disclosures as required under PIT regulations, which is updated as and when required.

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ITEM NO. 20: TO GRANT AUTHORIZATION IN RESPECT OF HUMAN RESOURCES AND ADMINISTRATION RELATED MATTERS

The Board is requested to grant authority for Human Resources and administration related matters to certain officials, to appoint consultants, agencies and other organizations for the matters related to recruitment, engagement of event agencies, day-care facilities, employment related health check-ups and such other human resources matters as may be required from time to time and to sign and execute necessary documents, undertakings, agreements and writings and modifications, if any, and all other related papers and documents for and on behalf of the Company to give effect to the resolution. Also, it is necessary to grant authority for administration related matters.

Hence, the Board is requested to consider and approve granting the said authorization and pass the following draft resolution with or without modification(s):

“RESOLVED THAT in furtherance of the earlier resolution passed by the Board of Directors, the Directors of the Company or Ms. Urvi Aradhya and Mr. Vinay Patil, Authorized Signatories, (hereinafter referred to as “Attorneys”), be and are hereby severally authorized to appoint consultants, agencies and other organizations for the matters related to recruitment, engagement of event agencies, day-care facilities, employment related health check-ups and such other human resources matters as may be required from time to time and to sign and execute necessary documents, undertakings, agreements and writings and modifications, if any, and all other related papers and documents for and on behalf of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Directors of the Company or Mr. Mukund Joshi, Authorized Person (hereinafter referred to as “Attorney”), be and is hereby severally authorized for and on behalf of the Company for all Administration related matters like vendor agreements, AMCs, guest house, company cars, official travel related services, office repairs & maintenance, official telephone and mobile, office supplies, housekeeping services, cafeteria.

RESOLVED FURTHER THAT the Directors of the Company or Mr. Pravin Shelar, Authorized Person, (hereinafter referred to as “Attorney”), be and is hereby severally authorized for all employee related submissions, compliances and statutory matters, payroll, Mediclaim Insurance and Term Insurance.

RESOLVED FURTHER THAT a letter of authorization be issued along with a certified copy of this resolution to Ms. Urvi Aradhya, Mr. Vinay Patil, Mr. Mukund Joshi and Mr. Pravin Shelar, as the Company’s Attorneys and the Company does hereby declare that any and all lawful acts, deeds, matters, things and writings which may be done or executed pursuant to this authorization by the said Attorney on behalf of the Company, shall be good, valid and effectual to all intents and purposes as if done and executed by the Company and the Company hereby assures that the same shall be considered as ratified and confirmed by the Company.”

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ITEM NO. 21: TO CONSIDER ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIR

Any other matter may be placed before the Board for its perusal and approval with the permission of the Chairperson.