

# POWAI LAKE RESIDENTIAL PRIVATE LIMITED

## NOTICE

Notice is hereby given that the **First Annual General Meeting (“AGM”)** of **Powai Lake Residential Private Limited** for the Financial year 2024-25 will be held **on Tuesday, September 30, 2025, at 3:00 P.M. (IST)** through **Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)** deemed to be held at the at the registered Office of the Company at One BKC, Level 18, Wing C, Plot No C-66, G Block, Bandra Kurla Complex, Bandra East, Mumbai Maharashtra, India, 400051 to transact the following business:

### **ORDINARY BUSINESS**

1. **To receive, consider and adopt the Audited Standalone Financial Statements for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.**
2. **To consider and approve the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022) as Statutory Auditors of the Company, to hold office for the term of 5 (Five) consecutive years from conclusion of this Annual General Meeting until the conclusion of sixth Annual General Meeting of the company to be held for the financial year 2029-30**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: -

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, approval of members be and is hereby accorded to appoint M/s. B S R & Co. LLP, Chartered Accountants, (FRN: 101248W/W-100022) as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years based on the recommendation of the Board of Directors of the Company, to hold office from the conclusion of this Annual General Meeting up to the conclusion of the sixth Annual General Meeting of the Company to be held for the financial year 2029-30 on such remuneration as may be mutually agreed between the Board of directors of the company and the auditors, plus reimbursement, if any.

**RESOLVED FURTHER THAT** each Director and/or the Key Managerial Personnels and/or any of the authorised representative of the company (as and when appointed from time to time) be and is hereby severally authorised, on behalf of the Company, to file necessary e-form/returns with the concerned Registrar of Companies and to do all acts, deeds, matters and things as deem necessary for the purpose of giving effect to the aforesaid resolution.”

### **SPECIAL BUSINESS:**

3. **To regularize the appointment of Mr. Monish Krishna (DIN: 03102712) as Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: -

**“RESOLVED THAT** pursuant to Section 149, 152, and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the appointment of Mr. Monish Krishna (DIN: 03102712), who was appointed as an Additional Director of the Company with effect from May 29, 2025 in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up

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to the date of this Annual General Meeting of the Company and who is eligible for being appointed and has consented to act as a Director of the Company.

**RESOLVED FURTHER THAT** any Director and/or the Key Managerial Personnels and/or any of the authorised representative of the company (as and when appointed from time to time) be and is hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including filing e-forms with Registrar of Companies (“ROC”) and seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

4. **To regularize the appointment of Mr. Ankur Gupta (DIN: 01427248) as Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: -

“**RESOLVED THAT** pursuant to Section 149, 152, and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the appointment of Mr. Ankur Gupta (DIN: 01427248), who was appointed as an Additional Director of the Company with effect from May 29, 2025 in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and who is eligible for being appointed and has consented to act as a Director of the Company.

**RESOLVED FURTHER THAT** any Director and/or the Key Managerial Personnels and/or any of the authorised representative of the company (as and when appointed from time to time) be and is hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including filing e-forms with Registrar of Companies (“ROC”) and seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

5. **To regularize the appointment of Mr. Anirudh Harlalka (DIN: 02738144) as a Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: -

“**RESOLVED THAT** pursuant to Section 149, 152, and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the appointment of Mr. Anirudh Harlalka (DIN: 02738144), who was appointed as an Additional Director of the Company with effect from May 29, 2025 in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and who is eligible for being appointed and has consented to act as a Director of the Company.

**RESOLVED FURTHER THAT** and/or the Key Managerial Personnels and/or any of the authorised representative of the company (as and when appointed from time to time) be and is hereby severally authorised to do all such acts, deeds, matters and things and to take all such

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steps as may be required in this connection including filing e-forms with Registrar of Companies (“ROC”) and seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**By order of the Board  
For POWAI LAKE RESIDENTIAL PRIVATE LIMITED**

**Sd/-  
Ruchi Shah  
Company Secretary  
Membership No: A66159**

**Date:** August 22, 2025  
**Place:** Mumbai

# POWAI LAKE RESIDENTIAL PRIVATE LIMITED

## NOTES

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the Extra Ordinary General Meeting (the "Meeting") is annexed hereto.
2. Disclosures in relation to item No. 3, 4 & 5 of the notice, as required under the 'Secretarial Standard 2 on General Meetings' issued by the Institute of Company Secretaries of India ("SS-2") forms an integral part of this Notice as "**Annexure-1**".
3. Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 09/2024 dated 19<sup>th</sup> September 2024 read with other previous MCA General Circulars No. 09/2023 dated 25<sup>th</sup> September 2023, 10/2022 Dated 28<sup>th</sup> December 2022, 02/2022 Dated 5<sup>th</sup> May 2022, and 14/2020 dated 8<sup>th</sup> April 2020 (collectively referred to as "MCA Circulars"), has permitted Companies to hold their Annual General Meetings through Video Conference (VC) or Other Audio Visual Means (OAVM).
4. In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 ("Act"), this Annual General Meeting (AGM) is being held through VC / OAVM. The proceedings of the AGM will be deemed to be conducted at the registered Office of the Company at One BKC, Level 18, Wing C, Plot No C-66, G Block, Bandra Kurla Complex, Bandra East, Mumbai Maharashtra, India, 400051 which shall be deemed venue of the AGM.
5. As per the Companies Act, 2013, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and, a proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote in the meeting to be held through VC/OAVM.
7. The Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communication including, notices, circulars, etc. from the Company electronically.
8. Members may obtain meeting link and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self attested scanned copy of the PAN Card and any document (such as Driving License, Bank Statement, Election Card, Passport, AADHAAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company i.e. [ruchi.shah@hines.com](mailto:ruchi.shah@hines.com).
9. The Company ensures that the AGM through VC/OAVM facility allows two way video conferencing or webex for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit questions in advance on the e-mail address of the Company i.e., [ruchi.shah@hines.com](mailto:ruchi.shah@hines.com).
10. The facility for joining the meeting shall be kept open for at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
11. The confidentiality of the password and other privacy issues associated with the designated email address shall be strictly maintained by the Company at all times. Due safeguards with regard to authenticity or email address(es) and other details of the members shall also be taken by the Company.
12. The meeting will be conducted through audio visual means. Members may participate in the meeting through the following link:  
Microsoft Teams Need help?  
[Join the meeting now](#)  
Meeting ID: 288 616 929 645 5  
Passcode: 2AS9y2bD

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13. Disclosures with regard to the manner in which framework available for use by the members and clear instructions on how to access and participate in the meeting are clearly mentioned in this AGM Notice. +91 124 4802239 is the helpline number for those shareholders who need assistance with using the technology before or during the meeting.
14. The Chairman may decide to conduct voting by show of hands, unless a demand for poll is made by any member, in accordance with Section 109 of the Companies Act 2013 and the rules made thereunder.
15. All the relevant documents referred to in this AGM notice and explanatory statement is available for inspection by the members at the registered office of the Company during normal business hours on all working days (except Saturdays, Sundays, Public holidays) up to and during continuance of the AGM.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members through electronic mode.

**By order of the Board**  
**For POWAI LAKE RESIDENTIAL PRIVATE LIMITED**

**Sd/-**  
**Ruchi Shah**  
**Company Secretary**  
**Membership No: A66159**

**Date:** August 22, 2025

**Place:** Mumbai

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## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 3:**

The Board of Directors in their Meeting held on May 29, 2025, had approved the appointment of Mr. Monish Krishna (DIN: 03102712) as an Additional Director of the Company. Further, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and applicable provisions of the Articles of Association (“AOA”) of the Company, Mr. Monish Krishna vacates his office as an Additional Director at the ensuing Annual General Meeting of the Company and is eligible to be reappointed as a Director.

Mr. Monish Krishna is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Further, Disclosure as per ICSI Secretarial Standard SS-2 are set out in the Annexure-1 to the notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of shareholders.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Monish Krishna, are concerned or interested (financially or otherwise) in the resolution set out in Item No. 3 of the Notice.

### **Item No. 4:**

The Board of Directors in their Meeting held on May 29, 2025, had approved the appointment of Mr. Ankur Gupta (DIN: 01427248) as an Additional Director of the Company. Further, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and applicable provisions of the Articles of Association (“AOA”) of the Company, Mr. Ankur Gupta vacates his office as an Additional Director at the ensuing Annual General Meeting of the Company and is eligible to be reappointed as a Director.

Mr. Ankur Gupta is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Further, Disclosure as per ICSI Secretarial Standard SS-2 are set out in the Annexure-1 to the notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of shareholders.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Ankur Gupta, are concerned or interested (financially or otherwise) in the resolution set out in Item No. 4 of the Notice.

### **Item No. 5:**

The Board of Directors in their Meeting held on May 29, 2025, had approved the appointment of Mr. Anirudh Harlalka (DIN: 02738144) as an Additional Director of the Company. Further, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and applicable provisions of the Articles of Association (“AOA”) of the Company, Mr. Anirudh Harlalka vacates his office as an Additional Director at the ensuing Annual General Meeting of the Company and is eligible to be reappointed as a Director.

Mr. Anirudh Harlalka is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Further, Disclosure as per ICSI Secretarial Standard SS-2 are set out in the Annexure-1 to the notice.

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The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of shareholders.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Anirudh Harlalka, are concerned or interested (financially or otherwise) in the resolution set out in Item No. 5 of the Notice.

**By order of the Board  
For POWAI LAKE RESIDENTIAL PRIVATE LIMITED**

**Sd/-  
Ruchi Shah  
Company Secretary  
Membership No: A66159**

**Date:** August 22, 2025  
**Place:** Mumbai

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“Annexure -1”

## Details of Directors seeking appointment / re-appointment at ensuring Annual General Meeting pursuant to Secretarial Standards-2 on General Meetings

Name of Director	Mr. Monish Krishna	Mr. Ankur Gupta	Mr. Anirudh Harlalka
DIN	03102712	01427248	02738144
Date of Birth (Age Years)	13/03/1974 (51 years)	07/12/1982 (42 years)	25/02/1984 (41 years)
Date of First Appointment on the Board	29-05-2025	29-05-2025	29-05-2025
Qualification(s)	Master of Science, Columbia University Bachelor of Architecture-Sushant School of Art and Architecture	Post Graduate Program in Management from the Indian School of Business, Hyderabad	MBA from IIM, Ahmedabad Bachelor of Technology-Indian Institute of Technology, Kanpur
Expertise / experience in functional area	Varied experience spanning over 25 years and has been responsible for the management and oversight of all aspects of the development of real estate projects.	He has extensive experience in end-to-end deal execution coupled with rich experience in steering post investment design and development activities and asset management	He has worked with leading real estate firms such as Lodha Group, Indiabulls Real Estate Limited, Columbia AsiA Hospitals Private Limited and Jones Lang LaSalle and delivered projects across five cities in India spanning three asset classes office, residential and hospital projects.
Terms and conditions of appointment / re-appointment	As per the appointment letter	As per the appointment letter	As per the appointment letter
Remuneration sought to be paid and the remuneration last drawn	NIL	NIL	NIL
Shareholding in the company	NIL	NIL	NIL
Other Directorship(s)/ Membership/ Chairmanship of committee of other boards	<b>Directorships:</b> I. Atrium Place Developers Private Ltd. II. Blushore Investment Advisors Pvt. Ltd. III. Oro Bloom Developments Pvt. Ltd. IV. Relationship Properties Pvt. Ltd. V. Heritage Max Realtech Pvt. Ltd. VI. Alpha BKC Commercial Developer Private Limited VII. Hines Park View Private Limited	<b>Directorships:</b> I. Relationship Properties Private Limited II. HIOP India Manager IFSC Private Limited III. Alpha BKC Commercial Developer Private Limited IV. HIRE Park View Private Limited V. Oro Bloom Developments Private Limited	<b>Directorships:</b> I. Alpha BKC Commercial Developer Private Limited

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	VIII. Elevate Homes Private Limited <b><u>Chairmanship in</u></b> <b><u>Committees:</u></b> Securities Allotment Committee of Atrium Place Developers Private Limited		
<b>Relationship with other Directors/ Manager &amp; other KMP</b>	N.A	N.A	N.A
<b>Number of meetings of the board attended during the year</b>	N.A.*	N.A.*	N.A.*
* All the Directors, viz. Mr. Monish Krishna, Mr. Ankur Gupta and Mr. Anirudh Harlalka were appointed with effect from May 29, 2025 and therefore they did not attend any meeting during the Financial Year 2024-25.			

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