

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- 02/2024-2025 – NOTICE AND AGENDA OF THE BOARD MEETING

Notice is hereby given that Meeting No. 2 of the financial year 2024-2025 of the Board of Directors of Whispering Heights Real Estate Private Limited is proposed to be held as per the schedule mentioned herein below:

Date: Monday, August 12, 2024 Time: 11.00 a.m.	Venue: 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 May 10, 2024	Noting
4.	To take note of the following circular resolutions passed since the previous Board meeting: <ul style="list-style-type: none">- Circular Resolution No. 3 of the financial year 2024-2025 passed unanimously on July 1, 2024: Appointment of Mr. Vinod Nandlal Rohira as an Additional Director- Circular Resolution No. 4 of the financial year 2024-2025 passed unanimously on July 1, 2024: Appointment of Mr. Pawan Kumar Kakumanu as an Additional Director- Circular Resolution No. 5 of the financial year 2024-2025 passed unanimously on July 1, 2024: Resignation of Mr. Ravi Chandru Raheja (DIN: 00028044) as Director- Circular Resolution No. 6 of the financial year 2024-2025 passed unanimously on July 1, 2024: Resignation of Mr. Amit Mathur (DIN: 01943856) as Director	Noting
5.	To take note of the Internal audit and action taken report received from PricewaterhouseCoopers Services LLP, for the quarter ended June 30, 2024	Noting
6.	To consider and approve Unaudited Condensed Interim Financial Results for the quarter ended June 30, 2024 and take on record the draft limited review 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 ("SEBI LODR")	Approval
7.	To review the business and projects of the Company	Noting

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8.	To take note of the submissions made to Stock Exchanges and the Debenture Trustee	Noting
9.	To approve the Quarterly Compliance report to be submitted by the Company to debenture trustee [Vistara 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
10.	To approve amendment in the whistle blower policy of the Company	Approval
11.	To approve the appointment of Deloitte Haskins & Sells Chartered Accountants LLP, as Tax- Transfer Pricing Consultants and for issuing accountant's report in Form 3CEB for the financial year 2023-2024	Approval
12.	To consider any other matter with the permission of the Chair	-

For Whispering Heights Real Estate Private Limited

Sd/-

Ankitha Jain

Company Secretary

Membership No: A36271

Date: August 5, 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 and the Chairperson shall take the Chair.

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

Leave of Absence may be granted to the Director who conveys his/her inability to attend the meeting. The Board is requested to kindly consider and grant 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 MAY 10, 2024

The Board is requested to take note of the minutes of the previous Board meeting held on May 10, 2024, enclosed herewith as **Annexure 3A**.

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ITEM NO. 4: TO TAKE NOTE OF THE FOLLOWING CIRCULAR RESOLUTIONS PASSED SINCE THE PREVIOUS BOARD MEETING

Resolution No. 3 of the financial year 2024-2025 passed on July 1, 2024: Appointment of Mr. Vinod Nandlal Rohira as an Additional Director

The Board is requested to take note of the following resolution passed by circulation with unanimous consent on July 1, 2024:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof, for the time being in force) (the ‘Act’) and in accordance with the Articles of Association of the Company, Mr. Vinod Nandlal Rohira (DIN: 00460667), be and is hereby appointed as an Additional Director, on the Board of the Company with effect from July 1, 2024, to hold office till the conclusion of the next Annual General Meeting of the Company.

RESOLVED FURTHER THAT the consent to act as an Additional Director of the Company, received from Mr. Vinod Nandlal Rohira (DIN: 00460667), the notice of disclosure of interest or concern in Form MBP-1 pursuant to the provisions of Section 184(1) of the Act read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014, intimation in Form DIR-8 pursuant to Section 164 of the Act, be and are hereby noted and taken on record.

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, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to this resolution, including but not limited to filing the prescribed forms, returns, documents, applications and deeds with all authorities including with the Registrar of Companies, alongwith the requisite fees in respect of this resolution and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company, as appointed from time to time, be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties to give effect thereto.”

Resolution No. 4 of the financial year 2024-2025 passed on July 1, 2024: Appointment of Mr. Pawan Kumar Kakumanu as an Additional Director

The Board is requested to take note of the following resolution passed by circulation with unanimous consent on July 1, 2024:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof, for the time being in force) (the ‘Act’) and in accordance with the Articles of Association of the Company, Mr. Pawan Kumar Kakumanu, (DIN: 07584653), be and is hereby appointed as Additional Non-Executive Director, on the

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Board of the Company with effect from July 1, 2024, to hold office till the conclusion of the next Annual General Meeting.

RESOLVED FURTHER THAT the consent to act as an Additional Director, received from Mr. Pawan Kumar Kakumanu, (DIN: 07584653), the notice of disclosure of interest or concern in Form MBP-1 pursuant to the provisions of Section 184(1) of the Act read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014, intimation in Form DIR-8 pursuant to Section 164 of the Act, be and are hereby noted and taken on record.

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, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to this resolution, including but not limited to filing the prescribed forms, returns, documents, applications and deeds with all authorities including with the Registrar of Companies, alongwith the requisite fees in respect of this resolution and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company, as appointed from time to time, be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties to give effect thereto.”

Resolution No. 5 of the financial year 2024-2025 passed on July 1, 2024: Resignation of Mr. Ravi Chandru Raheja, (DIN: 00028044) as a Director of the Company

The Board is requested to take note of the following resolution passed by circulation with unanimous consent on July 1, 2024:

“**RESOLVED THAT** the resignation of Mr. Ravi Chandru Raheja, (DIN: 00028044), as the Director of the Company, with effect from July 1, 2024, be and is hereby noted and taken on record.

RESOLVED FURTHER THAT the Directors or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things 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.”

Resolution No. 6 of the financial year 2024-2025 passed on July 1, 2024: Resignation of Mr. Amit Mathur, (DIN: 01943856), as a Director of the Company

The Board is requested to take note of the following resolution passed by circulation with unanimous consent on July 1, 2024:

“**RESOLVED THAT** the resignation of Mr. Amit Mathur, (DIN: 01943856), as the Director of the Company, with effect from July 1, 2024, be and is hereby noted and taken on record.

RESOLVED FURTHER THAT the Directors or the Company Secretary of the Company, be and are hereby

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severally authorized to do all such acts, deeds, matters and things 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. 5: TO TAKE NOTE OF THE INTERNAL AUDIT AND ACTION TAKEN REPORT RECEIVED FROM PRICEWATERHOUSECOOPERS SERVICES LLP FOR THE QUARTER ENDED JUNE 30, 2024

The Board is requested to take note of the internal Audit and action taken report received from PricewaterhouseCoopers Services LLP for the quarter ended June 30, 2024 enclosed herewith as **Annexure 5A**.

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ITEM NO. 6: TO CONSIDER AND APPROVE UNAUDITED CONDENSED INTERIM FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2024 AND TAKE ON RECORD THE DRAFT LIMITED REVIEW 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 ("SEBI LODR"):

The Board is requested to note that Regulation 52 and Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**"), requires:

- The listed entity to prepare and submit un-audited or audited quarterly and year to date standalone financial results on a quarterly basis within forty-five days from the end of the quarter to the stock exchange.
- Un-audited financial results on quarterly basis to be accompanied by limited 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, unaudited condensed interim financial results of the Company, which comprises of the unaudited condensed interim balance sheet as at June 30, 2024, the unaudited condensed interim statement of profit and loss, including other comprehensive income, the unaudited condensed interim statement of cash flow, unaudited condensed interim statement of changes in equity and select explanatory information for the quarter ended June 30, 2024, (collectively "**Interim Financial Results**") are prepared by the Company and shall be submitted to Bombay Stock Exchange (BSE) where non-convertible debentures of the Company are listed, within 45 days from the end of the quarter ended June 30, 2024.

The said Interim Financial Results is enclosed with the agenda and shall be tabled before the Board. The draft limited review report issued by Deloitte Haskins & Sells LLP, Chartered Accountants, statutory auditors of the Company ("**Limited Review Report**") shall be tabled at the meeting.

The Board is requested to note that vide notification dated September 07, 2021, Regulation 52 of the SEBI LODR 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 interim financial results to be disclosed to the stock exchanges and also take on record the limited review report thereon, by passing 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, ("**SEBI LODR**"), as amended from time to time read with SEBI Operational Circular SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29, 2022 the unaudited condensed financial results of the Company which comprises of the unaudited condensed

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interim Balance Sheet as at June 30, 2024, unaudited condensed interim statement of Profit & Loss, including other comprehensive income for the quarter ended June 30, 2024, the unaudited condensed interim statement of cash flow for quarter ended June 30, 2024, as per the format specified by SEBI LODR, (collectively "**Interim Financial Results**"), presented at the meeting for the purpose of identification, be and is hereby received, considered and approved;

RESOLVED FURTHER THAT the Interim 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 Interim Financial Results be submitted to Deloitte Haskins & Sells LLP, Chartered Accountants, statutory auditors of the Company for their limited review report thereon;

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 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 REVIEW BUSINESS AND PROJECTS OF THE COMPANY

A detailed presentation on the business and projects of the Company shall be circulated prior to the meeting.

The Board is requested to take note of the same.

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ITEM NO. 8: 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 **Annexure 8A** for perusal of the Board.

Sr. No.	Particulars	Relevant	Submitted to	Date of submission to Stock Exchange
1	No Default Statement	-	Brickwork Ratings India Private Limited	02 nd May 2024 04 th June 2024 01 st July 2024
2	Resignation of CEO	-	BSE	11 th May, 2024
3	Newspaper Advertisement	-	BSE	11 th May, 2024
4	Submission of Annual report for FY 23-24	Regulations 50 and 53 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')	BSE	04 th June 2024
5	Proceedings of AGM	-	BSE	28 th June 2024
6	Trading Window Closure	SEBI (PIT) Regulations	BSE/ ESS portal	1 st July 2024
7	Change in Directors	-	BSE	2 nd July, 2024
8	Statement of Investor Complaints for the Quarter ended June 30, 2024	Regulation 13(3) of the SEBI (LODR) Regulations, 2015	BSE	19 th July, 2024
9	Appointment of CS & CO and RTA	Reg. 6(1) and 7(1)	BSE	22 nd July, 2024
10	Compliance certificate for	Regulation 3(5) and 3 (6) of SEBI (Prohibition	BSE	22 nd July, 2024

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	Structured Digital Database (SDD) for the quarter ended June 30, 2024	of Insider Trading Regulations), 2015 (PIT regulations)		
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ITEM NO. 9: TO APPROVE THE QUARTERLY COMPLIANCE REPORT TO BE SUBMITTED BY THE COMPANY TO DEBENTURE TRUSTEE [VISTARA 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.

Vistara ITCL (India) Limited, Debenture Trustee of debentures issued by the Company, has sought a report for the quarter ended June 30, 2024, in a prescribed format which is required to be submitted within 45 days from the end of the quarter ended June 30, 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 9A**.

Further, the Board is requested to pass the following draft 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 June 30, 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 Vistara 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. 10: TO APPROVE AMENDMENT IN THE WHISTLE BLOWER POLICY OF THE COMPANY

The Board is requested to note that it is proposed to amend the whistle blower policy to ensure that it is updated for the changing business and regulatory environment. Accordingly, draft of the revised whistle blower policy is being enclosed herewith for the perusal of the Board. The Board is requested to consider the same and pass the following draft resolution with or without modifications:

“RESOLVED THAT approval of the Board, be and is hereby accorded to amend the whistle blower policy, as per the draft placed before the Board.

RESOLVED FURTHER THAT Mr. Vinod Rohira, Director of the Company, be and is hereby nominated as the Director to act as the Audit Committee for the purpose of vigil mechanism.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to effect the amendment to the whistle blower policy, and in general to do all such acts, deeds, matters and things and execute all such documents, as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company, be and are hereby severally authorized to certify a copy of this resolution and issue the same to concerned parties to give effect to the aforesaid resolution.”

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ITEM NO. 11: TO APPROVE THE APPOINTMENT OF DELOITTE HASKINS & SELLS, CHARTERED ACCOUNTANTS LLP, AS TAX - TRANSFER PRICING CONSULTANTS AND FOR ISSUING ACCOUNTANT'S REPORT IN FORM 3CEB FOR THE FINANCIAL YEAR 2023-2024

The Board is requested to note that it is proposed to appoint Deloitte Haskins & Sells Chartered Accountants LLP, (Firm Registration Number 117364W/W100739) be and is hereby appointed as the Tax - Transfer Pricing consultant of the Company, for the financial year 2023-2024 at such remuneration and on such terms and conditions as may be mutually decided and agreed upon between the consultant and the Company.

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

“RESOLVED THAT pursuant to Section 144 and other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, the consent of the Board, be and is hereby accorded to appoint Deloitte Haskins & Sells Chartered Accountants LLP, (Firm Registration Number 117364W/W100739), as the Tax - Transfer Pricing consultant of the Company, for the financial year 2023-2024 at such remuneration and on such terms and conditions as may be mutually decided and agreed upon between the consultant and the Company.

RESOLVED FURTHER THAT pursuant to section 92E read with Rule 10E and any other applicable provisions of the Income Tax Act, 1961, Deloitte Haskins & Sells Chartered Accountants LLP, be and is hereby appointed for issuing accountant's report in Form 3CEB for the financial year 2023- 2024.

RESOLVED FURTHER THAT, any of the Directors of the company, be and hereby authorized to do all such acts, deeds and things as deemed necessary, to give effect to the above resolution.”

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AGENDA NO.12: TO CONSIDER ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIR

The Board may consider any other matter with the permission of the Chair.