

TWENTY FIVE SOUTH REALTY LIMITED

Regd. Office: Hindoostan Mills Compound, Kashinath Dhuri Marg, Patilwadi, Off Veer Savarkar Road, Prabhadevi, Mumbai – 400025 **CIN:** U51100MH1996PLC100876

Date: February 6, 2025

To,

Listing Department (Debt Listing)
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

Ref.: Scrip Code: 960399 and 949759

Dear Sir/Madam,

Pursuant to Regulation 50(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) we hereby enclose the Notice of the Extraordinary General meeting of the Company ("EGM Notice") to be held on Thursday, February 27, 2025 at 11:30 a.m. (IST) at Jolly Conference Room, 4th Floor, IMC Building, IMC Marg, Churchgate, Mumbai 400 020.

We request you to please take the same on record.

Thanking you,

Yours Faithfully,

For **TWENTY FIVE SOUTH REALTY LIMITED**

SACHIN SAWANT
DIRECTOR
DIN: 08245090

TWENTY FIVE SOUTH REALTY LIMITED

Regd. Office: Hindoostan Mills Compound, Kashinath Dhuri Marg, Patilwadi, Off. Veer Savarkar Road, Prabhadevi, Mumbai - 400025 **CIN:** U51100MH1996PLC100876
Website : www.25south.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 1/2024-25 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF TWENTY FIVE SOUTH REALTY LIMITED WILL BE HELD ON THURSDAY, FEBRUARY 27, 2025 AT 11.30 AM AT JOLLY CONFERENCE ROOM, 4TH FLOOR, IMC BUILDING, IMC MARG, CHURCHGATE, MUMBAI - 400020 TO TRANSACT THE FOLLOWING BUSINESS: -

SPECIAL BUSINESS:

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

As an Ordinary Resolution:

1. APPOINTMENT OF MR. SUNIL CHANDRAKANT SHAH (DIN: 06947244) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

“RESOLVED THAT Mr. Sunil Chandrakant Shah (DIN: 06947244), who was appointed as an Additional Director, designated as Non-Executive Independent Director of the Company by the Board of Directors with effect from January 7, 2025 and who holds office upto the date of 1/2024-25 Extra-Ordinary General Meeting in terms of Section 161 of the Companies Act, 2013 (“Act”), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Mr. Sunil Chandrakant Shah (DIN: 06947244) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from January 7, 2025 upto January 6, 2030, be and is hereby approved.”

Registered Office:

Hindoostan Mills Compound,
Kashinath Dhuri Marg, Patilwadi,
Off Veer Savarkar Road,
Prabhadevi, Mumbai - 400025
CIN-U51100MH1996PLC100876

By Order of the Board of Directors

For Twenty Five South Realty Limited

Sd/-
Sachin Sawant
Director
DIN:08245090

Place: Mumbai

Date: January 7, 2025

TWENTY FIVE SOUTH REALTY LIMITED

Regd. Office: Hindoostan Mills Compound, Kashinath Dhuri Marg, Patilwadi, Off. Veer Savarkar Road, Prabhadevi, Mumbai - 400025 **CIN:** U51100MH1996PLC100876

Website : www.25south.in

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. A Proxy form is enclosed herewith.
4. A Proxy shall not have a right to speak at the EGM and shall not be entitled to vote except on a poll.
5. Explanatory Statement pursuant to Section 102 of the Act relating to item no.1 of the Notice of this 1/2024-25 EGM is annexed hereto. Also, relevant details in respect of the Director seeking appointment/ re-appointment at the EGM, in terms of Clause 1.2.5 of Secretarial Standard - 2 on General Meetings is also annexed to this notice.
6. Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney (PDF/JPG Format), if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/ Authorization shall be sent to the Company by email through its registered email address i.e. cs@25south.in.
7. Members may also note that the Notice of 1/2024-25 Extra-Ordinary General Meeting will be available on the website of the Company at www.25south.in.
8. The Register of Members and Share Transfer books of the Company will remain closed from February 21, 2025 to February 27, 2025 (both days inclusive), for the purpose of EOGM.
9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection by the members without any fee by the members.
10. In case of joint holders, those members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
11. Members/Proxies/Representatives should bring the enclosed duly filled Attendance Slip, for attending the Meeting.

Registered Office:

Hindoostan Mills Compound,
Kashinath Dhuri Marg, Patilwadi,
Off Veer Savarkar Road,
Prabhadevi, Mumbai - 400025
CIN-U51100MH1996PLC100876

Place: Mumbai
Date: January 7, 2025

By Order of the Board of Directors

For Twenty Five South Realty Limited

Sd/-
Sachin Sawant
Director
DIN: 08245090

TWENTY FIVE SOUTH REALTY LIMITED

Regd. Office: Hindoostan Mills Compound, Kashinath Dhuri Marg, Patilwadi, Off. Veer Savarkar Road, Prabhadevi, Mumbai - 400025 **CIN:** U51100MH1996PLC100876
Website : www.25south.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE ACT).

ITEM NO. 1

The Board of Directors in its meeting held on January 7, 2025, on the recommendations of the Nomination and Remuneration Committee, approved the appointment of Mr. Sunil Chandrakant Shah (DIN: 06947244) as Additional Director and also as an Independent Director, for a term of 5 (five) consecutive years from January 7, 2025 to January 6, 2030 not being liable to retire by rotation, subject to the approval of the members in the 1/2024-25 Extra-Ordinary General Meeting.

Pursuant to Section 161(1) of the Act, Mr. Sunil Chandrakant Shah shall hold office only up to the date of 1/2024-25 Extra-Ordinary General Meeting ('EGM') and is eligible to be appointed as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing notices from member(s), proposing the candidature for the office of Director.

Pursuant to Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed that Mr. Sunil Chandrakant Shah, who meet the criteria of independence as provided in Section 149(6) of the Act, be appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of his appointment i.e commencing from January 7, 2025 to January 6, 2030.

Mr. Sunil Chandrakant Shah is not disqualified from being appointed as Director by virtue of the provisions of Section 164 of the Act.

Mr. Sunil Chandrakant Shah has further provided a declaration pursuant to Rule 6 (1) and 6 (2) of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, affirming that he has successfully registered himself with the Indian Institute of Corporate Affairs (IICA), for inclusion of his name in the Independent Directors' data bank and that he shall renew his application for the same, from time to time, till he continue to hold office as Independent Director of the Company.

The Company has received from Mr. Sunil Chandrakant Shah:

- i. consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- ii. intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, confirming his eligibility for such appointment; and
- iii. a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and the Rules framed thereunder .

In the opinion of the Board, Mr. Sunil Chandrakant Shah fulfill the conditions specified in the Act and the Rules made thereunder for his appointment as Independent Director of the Company and is independent of the management of the Company.

Having regard to the qualification, knowledge and experience, the appointment of Mr. Sunil Chandrakant Shah for the first term of five consecutive years as an Independent Director will be beneficial and in the interest of the Company.

A copy of the draft letter of appointment for Independent Director setting out the terms and conditions would be available for electronic inspection by the members during normal business hours on any working day (except Saturdays) and during the Extra-Ordinary General Meeting.

TWENTY FIVE SOUTH REALTY LIMITED

Regd. Office: Hindoostan Mills Compound, Kashinath Dhuri Marg, Patilwadi, Off. Veer Savarkar Road, Prabhadevi, Mumbai - 400025 **CIN:** U51100MH1996PLC100876

Website : www.25south.in

Brief resume of Mr. Sunil Chandrakant Shah, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships/chairmanships of Committee of the Board, etc. as stipulated under Secretarial Standards – SS 2 on General Meetings is provided in Annexure – A to this Notice.

Mr. Sunil Chandrakant Shah is not related to any Director or Key Managerial Personnel of the Company.

The Board considers that the continued association of Mr. Sunil Chandrakant Shah would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Sunil Chandrakant Shah as Independent Director.

Accordingly, the Board after satisfying itself about the independence of Mr. Sunil Chandrakant Shah in accordance with Section 149 (6) of the Act, recommends the resolution set forth at Item No. 1 in relation to the appointment of Mr. Sunil Chandrakant Shah as an Independent Director, for approval by the members.

Mr. Sunil Chandrakant Shah and his relatives are concerned or interested, in the resolutions relating to his own appointment.

None of the other Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, in the resolutions set out at Item No. 1 of the accompanying Notice.

Registered Office:

Hindoostan Mills Compound,
Kashinath Dhuri Marg, Patilwadi,
Off Veer Savarkar Road,
Prabhadevi, Mumbai – 400025
CIN-U51100MH1996PLC100876

Place: Mumbai

Date: January 7, 2025

By Order of the Board of Directors

For Twenty Five South Realty Limited

Sd/-
Sachin Sawant
Director
DIN: 08245090

TWENTY FIVE SOUTH REALTY LIMITED

Regd. Office: Hindoostan Mills Compound, Kashinath Dhuri Marg, Patilwadi, Off. Veer Savarkar Road, Prabhadevi, Mumbai - 400025 **CIN:** U51100MH1996PLC100876

Website : www.25south.in

"Annexure - A"

Details of Director seeking appointment/reappointment in the ensuing Extra-ordinary General Meeting pursuant to clause 1.2.5 of Secretarial Standard SS- 2 on General Meetings

Name of the Directors →	Mr. Sunil C. Shah
Particulars ↓ DIN →	06947244
Category	Non-Executive Independent
Age	65 years
Date of first appointment on Board	January 7, 2020
Qualification	Science graduate
Experience in functional area	Over 42 years
Nature of expertise in specific functional areas.	Project management, strategic planning and business administration
Terms and conditions of appointment / reappointment along with details of remuneration sought to be paid	Appointment for term of 5 (five) years upto January 6, 2030 and not liable to retire by rotation. Entitled to payment of sitting fees for attending meetings of the Board / Committees of which he is a member and commission as may be decided by the Board.
Remuneration last drawn	Not Applicable
No. of shares held as on March 31, 2024 (either singly or as first named joint shareholder only)	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	None
No. of Board meetings attended during the year	6
Directorships in other companies as on January 07, 2025 (Public Limited Companies)	4
Membership / Chairmanship of Committees of other public limited companies (Audit Committee and Stakeholders Relationship Committee only)	Audit Committee-4

TWENTY FIVE SOUTH REALTY LIMITED

Registered Office: Hindoostan Mills Compound, Kashinath Dhuri Marg, Patilwadi, Off Veer Savarkar Road, Prabhadevi, Mumbai – 400025. CIN-U51100MH1996PLC100876

Folio No.	
No. of shares held	

ATTENDANCE SLIP

I/We hereby record my/our presence at the 1/2024-25 Extra-Ordinary General Meeting of the Company to be held on Thursday, February 27, 2025 at 11:30 a.m. at Jolly Conference Room, 4th floor, IMC Building, IMC Marg, Churchgate Mumbai – 400020.

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF PROXY	

Notes:

1. You are requested to sign and handover this slip at the entrance to the Meeting Venue.
2. If you intend to appoint a proxy to attend the Meeting instead of yourself, the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting.

TWENTY FIVE SOUTH REALTY LIMITED

Registered Office: Hindoostan Mills Compound, Kashinath Dhuri Marg, Patilwadi, Off Veer Savarkar Road, Prabhadevi, Mumbai – 400025. CIN-U51100MH1996PLC100876

Folio No.	
No. of shares held	

FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We..... of in the district of being a member/members of **TWENTY FIVE SOUTH REALTY LIMITED** hereby appoint of in the district of or failing him.....ofin the district of as my/our proxy to vote for me/us on my/our behalf at the 1/2024-25 Extra-Ordinary General Meeting of the Company to be held on **Thursday , February 27, 2025 at 11:30 A.M.** at Jolly Conference Room, 4th floor, IMC Building, IMC Marg, Churchgate Mumbai – 400020 and at any adjournment thereof .

Signed this day of, 2025.

Affix Re.1
Revenue
Stamp

Signature: _____

N.B. : The Proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

ROUTE MAP OF THE VENUE

