

'Draft' Minutes of Special General Meeting
Held at B-1 Hall, Club Urbana on 26th April, 2026

1. The adjourned Special General Meeting started at 10.45 am.
2. The meeting was called to order and President thanked the members present for attending the meeting and requested them to join for the National Anthem.
3. The Special General Meeting ("SGM") originally convened on 5th April, 2026 was adjourned due to lack of quorum. Accordingly, the adjourned meeting was held on 12th April 2026 to transact the business as per the original notice dated 22nd March, 2026, which was further adjourned to 26th April, 2026 at 10.30 am. This being an adjourned meeting, quorum was not required as per applicable provisions. The House was informed that 86 members attended this SGM.
4. President informed the House that the Office-Bearers had proposed that the proceedings of this adjourned SGM be also video-recorded for posterity and sought their consent. The House approved the proposal for video-recording with the condition that the contents should not be shared with BNRI. The President also informed the House that the contents would be handed-over to the next Board.
5. The minutes of the previous SGM meeting held on 12th April, 2026 which were circulated earlier were placed for confirmation. The same was confirmed and approved by the members present subject to necessary corrections at three places as were pointed out and those that were accepted by the House.

6. **UAAO Board Elections:**

Prior to proceeding on the main and core-agenda for the SGM, President sought permission from the House to finalise this important issue. He informed the house about Elections to the next Board of UAAO, which is an important responsibility and task. He informed that the term of the present Board of Managers of Urbana Association of Apartment Owners (UAAO), which was the first Board and which was elected in March, 2024 ends on 31st May, 2026. **To enable a smooth transition to the next Board (wef 1.6.2026), elections are to be held** in terms of the Bye-Laws of the West Bengal Apartment Ownership Act and Rules. He informed that the UAAO elections for the next Board will be also held in terms of the WB Apartment Ownership Act and specifically the Bye-Laws and the entire matter was placed before the SGM. Accordingly, in terms of the said Bye-Laws, and after following the due-processes, an Election Authority needs to be appointed and wherein names of 'Volunteers' for conducting UAAO Elections/Election Authority were sought.

It was also proposed that the **detailed manner in which the election of the Managers of the next 'UAAO-Board' is to be held will be the same as adopted in the last elections in early 2024. The House agreed to the same and approved the same.** In respect of the Election Authority and the tentative dates it was proposed that the 'Election-Authority' be finalised by the President in consultation with the UAAO Board and a tentative schedule of dates on which the elections will be held be recommended by the UAAO Board to the 'Election Authority', who will be the final authority to decide, and which was agreed to and approved. The entire proposal on UAAO Board Elections which was placed for kind approval was agreed to and approved by the House.

7. President then took up the core-agenda of the SGM and apprised the house of the developments since the last meeting held on 12th April, 2026. He informed that, pursuant to the outcomes of the meeting dated 12th April, 2026 the Task Force had undertaken various steps. During this intervening period, several additional issues and concerns were raised by residents as well as members of the Board, including representations received on 17th April, 2026 from Shri PK Jhunjunwala, and representation from Shri Kishor Nadhani received on 18th April, 2026
8. President informed the House that the task-force met BNRI officials on Friday, 17th April morning; a meeting was held with a few residents on Saturday, 18th April, 2026 who had primarily raised and deliberated on the core-issues; thereafter all new representations were placed before the UAAO Board on Sunday, 19th April, 2026; a mail was sent to BNRI seeking a written clarification; mails were sent to CPK Legal seeking a formal 'opinion'; a Conference was held on Friday, 24th April with CPK Legal. Thereafter a 'Legal Opinion' was received from CPK Legal on Saturday, 25th April, 2026 evening ; the reply was received from BNRI on Saturday 25th April, 2026 after ten pm and all were posted on the Notice Board for the adjourned SGM on Sunday, 26th April, 2026.
9. The President further stated that, as deliberated in the Board Meeting held on Sunday, 19th April, 2026 the Board had advised the Task Force to circulate all concerns raised by residents through the SGM notice, ensuring that every resident is fully informed of the issues under consideration. He also highlighted that multiple representations have been received since September 2025, raising a wide range of key concerns affecting residents that require thorough evaluation, proper addressing, and resolution prior to the takeover, given their significance and potential long-term implications.
10. In this regard, the President proposed that all representations and submissions received from September, 2025 onwards till date be compiled into a comprehensive dossier and attached as annexures to the minutes of the present meeting, so as to maintain transparency and proper record. Further, this document will also serve as an official

reference record for future proceedings and decision-making. This was accepted by the House

11. The President further stated that all representations received by the Task Force had already been duly shared with the residents prior to 12th April, 2026 and that all additional representations and legal opinion, response from BNRI received during the intervening period were also circulated to residents on the previous day, as and when received. The President further stated that, based on the discussions and representations received, the key issues as represented by members and presently under consideration are summarized as follows:

12. Form A – Review and Amendment

It has been proposed that Form-A requires detailed scrutiny and appropriate correction to ensure accurate reflection of land allocation and stakeholder rights. Further on the matter of Form-A and FAR allocation, the issue was discussed in detail by the house. Upon deliberation, it was concluded that Form A, in its present form, is incorrect and requires immediate rectification.

At present, Phase-1 constitutes approximately 47% of the total constructed area of the project. However, under the existing Form A, only about 13% of the total land area has been allocated to Phase 1. This creates a significant mismatch between constructed area and corresponding land allocation. Moreover, Phase 1 residents and representatives have no visibility or clarity regarding the allocation of the balance 87% of land, including:

- Allocation to other phases (Phase 2 and Bungalows), and
- Allocation towards common areas to be shared among all three associations

This lack of transparency necessitates a comprehensive review and disclosure of land allocation across the entire project. It was further elaborated that land allocation must be aligned with the permissible FAR of the project (2.5) and the actual construction undertaken.

As highlighted by Mr. PK Jhunjhunwala:

- Land allocation to each phase should be proportionate to the construction carried out
- Each phase must have adequate land entitlement to support its constructed area in line with FAR norms
- In case of any future contingency (including redevelopment), each phase should have sufficient land backing its built-up area

Based on this principle, it was indicated that approximately 32 acres of land should be allocated to Phase-1 to fairly correspond with its share of construction. Thus, against total

land allocation of 35288 sq mt, Phase-1 should be allocated approx. 1.25 lakh sq meters of land.

Additionally, it was suggested that the entire basement parking beneath the central lawn should form part of Phase-1 allocation.

Given that Urbana is divided into three distinct components, viz. Phase-1, Phase-2 and Bungalows, it is essential that land allocation is restructured such that:

- Each phase receives clearly defined and proportionate land parcels, and
- Each phase is capable of supporting its constructed area in accordance with the approved FAR of 2.5

This would require a comprehensive redefinition and correction of Form-A, ensuring legal, structural, and financial alignment across all phases.

In terms of the decision taken in the adjourned SGM on 12th April, 2026 the matter was discussed with the BNRI and the Legal Counsel on Form-A specifically as well, and their written views/opinion were placed before the House. Majority of the residents were still of the view that hand-over could be taken after deletion of Clause-9 and Annexure-D, wherein Form-A was mentioned.

13. FAR Calculation and Land Allocation

Several members of the House were of the firm opinion that Phase-1 should be allocated land in proportionate to FAR, as this works out to be $33.64 \text{ Lac sq ft} / 2.5 = 13.456 \text{ lac sq ft}$ – 30.89 acres

14. Township Classification and Applicability of Law – key issues highlighted by Members

- a. Examination of whether Urbana qualifies as a Township or a Township Project
- b. Applicability of the Township Act and relevant rules
- c. Verification of approvals, sanctions, and compliance under Section 46
- d. Assessment of the legal distinction and its implications
- e. Commercial Implications for Phase-1 Residents
- f. Evaluation of the financial and commercial benefits arising from the project structure, particularly in relation to common assets and revenue entitlements of Phase-1 residents
- g. Maintainability of Writ Petition

(In the previous AGM, the maintainability of the proposed writ petition issue was raised which requires examination). It was also noted that Mr. Jhunhunwala has opined that, based on existing legal precedents and judicial pronouncements, maintainability should not pose a concern. However, a formal legal validation is to be considered

- h. It was mentioned by the House that on the matter of the township status of Urbana, it is pertinent to note that both the Deed of Assignment and the Model Deed explicitly describe Urbana as a “township.”
- i. During the discussion, the legal counsel, Shri CP Kakarania, informed that, based on inputs received by the Task-Force from BNRI representatives, it has been orally conveyed that necessary approvals under Section 46 were obtained at the sanction stage
- j. It has further been stated by BNRI that:
- I. Plans were submitted to KMC,
 - II. KMC, in turn, obtained concurrence from KMDA,
 - III. At the relevant time, the legal framework around “township” was not clearly defined,
 - IV. The formal definition of “township” was introduced only in 2008,
 - V. Accordingly, BNRI claims to have taken approvals in line with the prevailing interpretation at that time
 - VI. However, it is important to note that these are only verbal assurances, and no documentary evidence has been provided by BNRI to substantiate these claims
- k. The President informed the house that the Task Force have already requested Shri CP Kakarania to obtain the relevant approvals and supporting documents through the RTI route. Shri Kakarania confirmed and informed the house that he is proceeding accordingly. If such approvals were indeed obtained, there should be no difficulty in retrieving them through RTI
- l. Further, Shri PK Jhunjhunwala highlighted a critical distinction between:
- **Township** (as per traditional legal understanding)
 - Land is divided into plots
 - Developer provides infrastructure (roads, utilities, etc.)
 - Plots are sold to individual purchasers
 - Construction is undertaken by plot owners, not the developer
 - **Township Project** (modern mixed-use development)
 - Includes apartments, group housing, villas, and commercial spaces
 - Developer undertakes construction and sale of built units
 - Integrated development model
- m. He stated that the key issue is that though the documentation (deed of assignment and model deed) refers to Urbana as a “**township**”, however, the actual development consists of apartments, bungalows, and commercial establishments, which aligns more with a “**township project**”. Hence a doubt clearly arises as to whether the entire construction of Phase-1 and Phase- 2 is illegal or not. This definitely creates a legal ambiguity and if strictly interpreted as a “township”, the developer may not have had the authority to construct and sell apartments. This raises concerns regarding validity of approvals, compliance with applicable laws and legitimacy of constructed units. Hence, this ambiguity requires detailed legal scrutiny and verification of approvals

- n. Further, this matter assumes critical importance for the investigation. During the meetings, the BNRI team verbally informed the Task Force that all necessary approvals under Section 46 were duly obtained from KMC through KMDA. Further, in response to query of Task Force subsequent to last SGM, submission made by BNRI (circulated and attached) is as follows:

“As already communicated earlier to UAAO, Urbana Project cannot be considered as a Township as the land comprised in the Urbana Project does not meet the threshold limit of 40 Hectors (=98.8 Acres) of land as per WB TNCP Rules 2008, which was applicable at the time of grant of lease of the Urbana Land in favour of BNRI. Any reference in the lease deed that the lease has been granted for establishment of a Township under WB TNCP Act and rules cannot or does not override the statutory threshold limit under the WB TNCP Act read with 2008 Rules.

In view of the aforesaid facts, the question of obtaining sanction of the Development/Master Plan for Urbana under the WB TNCP Rules from the Development Authority does not and cannot arise in view of the fact that Urbana land is not a township within the purview of the WB TNCP Act and Rules framed thereunder and there is no requirement of obtaining post-facto approval of Master Plan of Urbana project as Township project.

In view thereof, BNRI need not to deal with the Urbana Township Dossier enclosed to the mail dated 21st April 2026.”

- o. it has been stated that Urbana is not a township project. it states that at the relevant time, the prescribed threshold for a project to qualify as a township project was 40 hectares (approximately 98 acres). The total land area of the Urbana project is significantly below the required threshold. Accordingly, Urbana is not qualified as a township project under the prevailing norms. This position is directly contradictory to the stand taken earlier.
- p. Further, Shri Kishor Nadhani informed the House that all though BNRI had initiated the approval process during 2008–2010, a significant development occurred in 2014 when the existing leases were realigned and consolidated into a single integrated lease. By that time, the revised protocols governing township developments had already come into effect, and the Completion Certificates (CC’s) were subsequently issued from 2016 onwards

In view of the above, it is highly probable that the project was required to be developed and treated as a township. The same understanding also finds mention in the relevant deed. Accordingly, it was emphasized that Urbana should be classified as a township. It is therefore necessary to obtain a clear and formal confirmation from BNRI to this effect. In the absence of proper documentation and approvals evidencing that the project has been sanctioned as a township, the issue will continue to remain

unresolved, thereby creating ongoing uncertainty for the flat owners. In view of the above, the matter requires:

- I. Detailed legal examination of all approvals,
- II. Verification of the applicability of Section 46, and
- III. Determination of whether any approvals were obtained based on incorrect classification or misrepresentation
- IV. It should be ensured that project status is aligned with the deed of assignment.

Accordingly, appropriate legal recourse and corrective action needs to be considered based on the findings.

15. Commercial Construction

In response to a query on the commercial implication and or benefit of same to the residents, it was stated that as BNRI is developing and/or has developed a commercial establishment within the complex and if the project is treated under township norms or a unified township framework, then common assets and income (including commercial rental income) may legally fall under the Federation, and such income has to be equitably distributed among all constituents (phases), which will have concurrent impact on the CAM of all residents

16. Bungalow Construction:

- a. A further concern was raised in September, 2025 regarding the bungalow development and it was pointed out in the earlier representation that the Bungalow Construction was not in compliance with the sanctions obtained and communicated to us in our GTC and hence action needs to be taken to correct that position
- b. It was emphatically mentioned that as per approved plans, bungalow construction is permitted only up to G+1. However, construction beyond this limit (up to G+3) has been observed; such construction appears to be in deviation from sanctioned plans, and therefore requires:
 - i. Verification of approvals
 - ii. Appropriate regulatory/judicial review and rectification action, if deviations are established
- c. It was also suggested to consider moving a Class or Representative Action under the Consumer Protection Act for serious deficiency in maintenance of Urbana Township

17. Aamra Sabai Matter

The issue relating to “Aamra Sabai’ in respect to land title of the land of Urbana project, which is currently under scrutiny, requires further in-depth examination and clarity. It was informed to the House that a small Committee was formed to examine this issue and that

a firm was engaged to 'search' the documents for the relevant Dag numbers and additionally to file appropriate RTI applications. The House noted the same.

18. Road Encroachment for Inter-connection of Phase-2

A concern has been raised regarding encroachment upon roads of Phase-1 for the purpose of inter-connection with Phase-2. This matter requires immediate attention and appropriate resolution.

19. The House was presented with the core agenda points requiring resolution in an exhaustive manner, as stated above, clearly stating that it has been demanded by members and recommended that necessary legal, technical, and administrative initiatives and measures should be undertaken and till all these issues were resolved no further discussions on hand-over and take-over is to take place. Further, it was recommended that Legal opinions be taken and that Writ Petitions may also be considered where no resolution of these issues happens, especially on the lines recommended by Shri PK Jhunjhunwala and reproduced here as follows:

"Reliefs in the proposed Writ Petition

- a. ***Writ of Mandamus directing BNRI to submit a Master Plan of Urbana Township prepared in accordance with the Township Rules***
- b. ***A Writ of Mandamus directing Kolkata Municipal Corporation to grant post facto permission and/or approval under Section 46 of the Township Act to the Master Plan and by treating the Commercial Block as a part of basic Urban Infrastructure Facility of Urbana Township***
- c. ***A Writ of Mandamus directing the Competent Authority of the Apartment Act to allocate total Urbana Land between the three phases on the basis of location and FAR consumed by each phase and also allocate share of the three phases in FAR consuming infrastructures of Urbana Township and thereafter accept and/or approve Form A of each phase in accordance with such division and/or allocation"***

20. A few residents and notably Shri Aninda Palit, Shri S Ramani, and Shri Abhishek Jalan recommended to the house that all these issues raised are time-consuming, though very important, and can proceed simultaneously along with the take-over of maintenance and management. One of them even suggested that we may only take our Security Deposits lying with BNRI and commence the maintenance after taking-over and simultaneously proceed to address these issues. There were only very few supporters of these suggestions.

21. Thereafter, the President opened the floor for a decision on the various aspects of the SGM Notice as was proposed by the UAAO Board.

22. **The House, after detailed deliberations, unanimously concluded that the proposed agreement and SGM agenda should be kept in entirety in abeyance until each and every issue mentioned above, which is very critical is examined, clarified, and resolved in entirety and judicially, if necessary, to the satisfaction of the House and till then no further discussions on the Hand-over process be carried out. The issues are enumerated as follows for future guidance and reference:**

I. **Township vs. Township Project**, and documents pertaining to the approval of the same. Further, if project is developed under township project, whereas approvals are under township, what legal recourse shall be taken for the protection of flat owners

II. **Commercial Infrastructure under construction and Revenue Sharing thereof**: the commercial infrastructure being developed by BNRI should be brought under the ambit of the Federation, and the rental income derived therefrom should form part of the Common Area Maintenance (CAM)

III. **Land Allocation in Proportion to FAR**: The allocation of land should be aligned proportionately with the Floor Area Ratio (FAR), ensuring fairness and compliance.

IV. **Amendment/rectification of Form-A**: The discrepancies in Form-A must be reviewed and corrected appropriately

V. **Illegal Construction in Bungalow Areas and improper allotment thereof**: Action must be initiated regarding unauthorized constructions in bungalow plots, which are permitted only up to G+1 structure

VI. **Encroachment for Phase-2 Interconnection**: the encroachment carried out by BNRI for interconnecting Phase-2, resulting in the reduction of road area belonging to Phase-1 must be addressed

VII. **Aamra Sabai Matter**: the issue of land sanctity of Urbana land is to be addressed in totality by way of a proper Government order and/or judicial remedy

23. It was further proposed by the President and resolved that **for this purpose and to address these important issues a 'Committee' be formed**, which was agreed-to by the House and at the SGM itself the 'Committee was has been constituted comprising of the following members:

- i. Mr. Sushil Khaitan
- ii. Mr. P.K. Jhunjhunwala
- iii. Mr. Kishor Kumar Nadhani
- iv. Mr. Gaurav Vimal
- v. Mr. Raja Saraogi

- 24.** It was re-iterated and emphasized that all the above matters are to be resolved prior to proceeding with any hand-over agreement.
- 25.** For the purpose of addressing the above matters, it was further resolved that appropriate legal advice shall be obtained, and, if required, suitable legal recourse shall be initiated
- 26.** To facilitate the same, a **dedicated fund** for litigation purposes shall be created, as has been recommended. As an initial guiding principle, it has been proposed that a contribution of ₹ 10/- per square foot from each apartment is to be collected. The final methodology, structure, and process for collection and utilisation of such funds shall be devised and recommended by the 'Committee'. The above-mentioned 'Committee' will also formulate and present a detailed proposal for the collection of funds from residents to the UAAO Board for implementation.
- 27.** The said Committee would present their findings and recommendation for action proposed/taken to the next UAAO Board, which will take charge from 1st June, 2026.
- 28.** Some concerns were raised by members regarding shifting of responsibility from the Board to residents; and the President clarified that the future/new Board would ultimately examine the matter in detail. The new UAAO Board for 2026-29 will have the prerogative to review and re-constitute the composition of the committee, including induction of additional members, if felt necessary.
- 29.** Smt. Shukla Das, UAAO Board Member, mentioned and raised a very valid point regarding the formation of a small committee from existing UAAO members involved in the take-over process for hand-holding & smooth transition wrt CAM take-over as advisory to the new UAAO Board, as also of the work done by the respective UAAO Committees which the House appreciated, supported and approved.

The meeting ended with a Vote of Thanks