

**SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF EMBASSY ONE DEVELOPERS PRIVATE LIMITED (THE “COMPANY”) WILL BE HELD ON FRIDAY JUNE 30, 2023 AT 11:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY AT 1<sup>ST</sup> FLOOR, NO.150 EMBASSY POINT, INFANTRY ROAD BANAGALORE 560001 TO TRANSACT FOLLOWING BUSINESS:**

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**SPECIAL BUSINESS:**

**1. UNANIMOUS APPROVAL FOR ISSUE OF NON-CONVERTIBLE DEBENTURES UPTO INR 56,70,00,000:**

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, provisions of memorandum of association and articles of association of the Company, unanimous consent of the members of Company be and is hereby accorded to the board of directors of the Company (the “**Board**”) to issue and allot up to 56,700 (Fifty Six thousand Seven Hundred) Series D Zero Coupon, Fully Paid, Unlisted, Unsecured, Redeemable Non-Convertible Debentures of the face value of INR 10,000 (Indian Rupees Ten Thousand) each for an aggregate principal amount not exceeding INR 56,70,00,000 (Indian Rupees Fifty six crores Seventy lakhs only) (the “**Debentures**”) to be issued on a private placement basis by the Company to banks and financial institutions, foreign portfolio investors (“**FPI**”), companies incorporated in India, any other body corporate incorporated in India and any other person eligible as per applicable law to invest in non-convertible debentures issued by an Indian company.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise the terms of the Debentures, including but not limited to, the number of tranches, the terms of the issue, issue price, mode and form of remitting the subscription amount by the allottees of Debentures, tenor, coupon rate, redemption premium, early redemption premium, costs, fees and charges payable for the Debentures, security for the Debentures if any, without requiring any further approval of the members of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the private placement of the Debentures, the Board be and is hereby authorised to make an offer to the debenture holders in accordance with the Act and rules thereunder (including any statutory modifications or re-enactments thereof), and all other law, rules, guidelines, regulations as may be applicable.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate, finalise, amend, alter, execute requisite documents, agreements, instruments, forms, applications and writings in connection with the Debentures and to do all such acts, deeds, matters and things, from time to time, as may be deemed necessary and expedient, and also to delegate all or any of the above powers to other officers of the Company, to give effect to the aforesaid resolutions.”

**“RESOLVED FURTHER THAT** a copy/ certified true copy of this resolution may be provided to any person (including any authorised representatives, agents, consultants or officers of such person) under the signatures of any Director or Company Secretary or the authorised person of the Company.”



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(formerly Cityview Bangalore Properties Private Limited) | T:080 4179 9999 | E: [sales@embassyindia.com](mailto:sales@embassyindia.com) Registered Address:  
1<sup>st</sup> Floor, Embassy Point, 150 Infantry Road, Bangalore – 560001 Correspondence Add: Pebble Beach block, Embassy Golflinks  
Business Park, off. Intermediate road, Bangalore - 560076



S. Singh

**2. UNANIMOUS APPROVAL FOR ISSUE OF NON-CONVERTIBLE DEBENTURES UPTO INR 8,70,00,000:**

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, provisions of memorandum of association and articles of association of the Company, unanimous consent of the members of Company be and is hereby accorded to the board of directors of the Company (the **“Board”**) to issue and allot up to 8,700 (Eight thousand Seven Hundred) Series E Zero Coupon, Fully Paid, Unlisted, Unsecured, Redeemable Non-Convertible Debentures of the face value of INR 10,000 (Indian Rupees Ten Thousand) each on a private placement basis for an aggregate principal amount not exceeding 8,70,00,000 (Indian Rupees Eight crores seventy lakhs only) to be issued by the Company (the **“Debentures”**), to be issued on private placement basis, in one or more tranches (**“Debenture Issue”**), to banks and financial institutions, foreign portfolio investors (**“FPI”**), companies incorporated in India, any other body corporate incorporated in India and any other person eligible as per applicable law to invest in non-convertible debentures issued by an Indian company.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise the terms of the Debentures, including but not limited to, the number of tranches, the terms of the issue, issue price, mode and form of remitting the subscription amount by the allottees of Debentures, tenor, coupon rate, redemption premium, early redemption premium, costs, fees and charges payable for the Debentures, security for the Debentures if any, without requiring any further approval of the members of the Company.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the private placement of the Debentures, the Board be and is hereby authorised to make an offer to the debenture holders in accordance with the Act and rules thereunder (including any statutory modifications or re-enactments thereof), and all other law, rules, guidelines, regulations as may be applicable.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate, finalise, amend, alter, execute requisite documents, agreements, instruments, forms, applications and writings in connection with the Debentures and to do all such acts, deeds, matters and things, from time to time, as may be deemed necessary and expedient, and also to delegate all or any of the above powers to other officers of the Company, to give effect to the aforesaid resolutions.

**“RESOLVED FURTHER THAT** certified true copy of this resolution may be provided to any person (including any authorised representatives, agents, consultants or officers of such person) under the signatures of any Director or Company Secretary or the authorised person of the Company.”

**3. CONVERSION OF INTER-CORPORATE DEPOSIT INTO SERIES-D NON CONVERTIBLE DEBENTURES (NCDs) FOR CONSIDERATION OTHER THAN CASH.**

To consider and if thought fit, pass with or without modification, the following resolution as an **Special Resolution:-**



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 Business Park, off. Intermediate road, Bangalore - 560076



S. Singh

**RESOLVED THAT** pursuant to the provisions of Sections 71 , 179 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, and the Memorandum and Articles of Association of the Company and the rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the ‘Board’) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, consent of the members be and is hereby accorded to convert Inter-Corporate Deposit payable to Embassy Inn Private Limited (“EIPL”) as appearing in the Books of Accounts of the Company to the extent of Rs. 28.35 Crores (Rupees Twenty Eight Crore Thirty Five Lakhs only) by issuing 28,350 Series D Non-Convertible Debentures at Face value of Rs. 10,000/-.

**RESOLVED FURTHER THAT** the above Securities shall be offered at a price of Rs.10,000/- (Rupees Ten Thousand) each.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary be and are hereby authorized to determine size of each tranche(s), rights entitlement ratio or any other ratio, timing of the offer, rate of interest on above said Securities and various other matters in respect thereof and to settle any question, doubt or difficulty which may arise in regard to the offers or allotment and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution as they may in their absolute discretion deem necessary or desirable in connection with such issue or any matters incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED THAT** consent of the Board be and is hereby accorded to appoint Mr. Jitendra Virwani, Mr. Narpal Singh Choraria, Mr. Aditya Virwani, Mr. Karan Virwani, Mr. P.R.Ramakrishnan, Mr. Rajesh Kaimal, Mr. Raghavendra R Y, Mr. Balasubramanian Prabhu, Mrs. Naina Bantwal, Ms. Swarna R Malharikar and Company Secretary of the Company as Authorised Representatives of the Company, to severally sign /execute and submit all the necessary papers, letter, agreements as may be required in this behalf.

**RESOLVED FURTHER THAT,** for the purpose of giving effect to the aforesaid resolution Directors and Company Secretary, be and is hereby authorised to undertake, do, perform and execute all such acts, deeds, matters and things, give from time to time such directions as may be necessary, expedient, usual or proper, settle any question or doubt that may arise in relation thereto, and to do all acts, deeds and things in connection therewith and incidental thereto, including but not limited to making requisite filings with the jurisdictional Registrar of Companies, that may be required to give effect to these resolutions”



S. Singh



By order of the Board of Directors  
Embassy One Developers Private Limited



S. Singh

Sweta Singh  
Company Secretary

**Date: June 30, 2023**

**Place: Bengaluru**

**NOTES:**

1. A member entitled to vote is entitled to appoint a proxy to attend and vote instead of him / her and a proxy need not be a member of the Company.
2. Proxies, in order to be valid shall be lodged, duly executed with the Company at its Registered Office at least forty-eight hours before the commencement of the meeting.
3. Members are requested to promptly notify any change in their postal address/ E-mail address to the Registered Office of the Company.
4. Members/Proxies should bring the attendance slip duly filled in and signed for attending the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Extra- Ordinary General Meeting (EGM) are requested to send a certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, or shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
7. Necessary documents shall be available for inspection at any time during the working hours from Monday to Friday at the Registered Office of the Company.
8. The route map showing direction to reach the venue of the EGM is annexed.

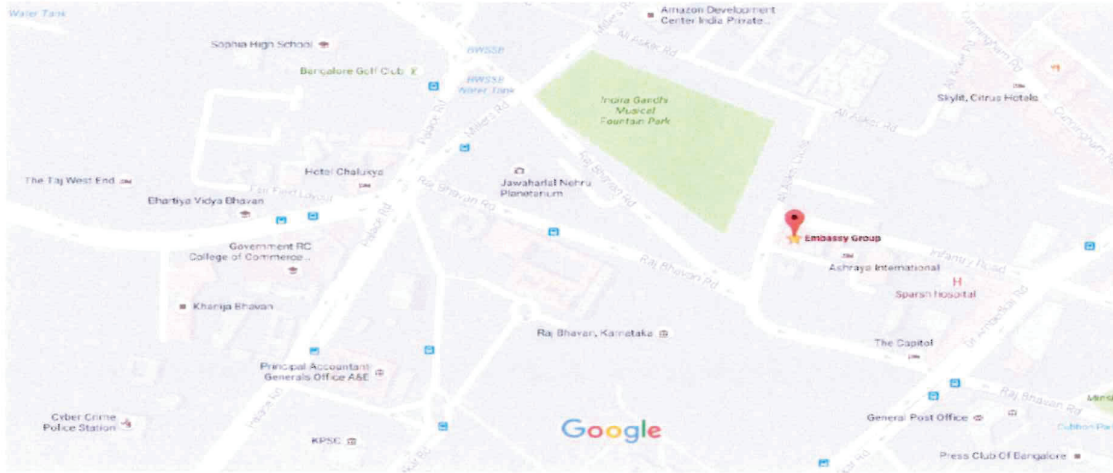


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Business Park, off. Intermediate road, Bangalore - 560076

**Annexure I to the Notice**

**ROUTE MAP FOR THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING**

**Venue: 1<sup>st</sup> Floor, Embassy Point, 150 Infantry Road, Bangalore 560001**



**By order of the Board of Directors  
Embassy One Developers Private Limited**



**Date: June 30, 2023**

**Place: Bengaluru**

*S. Singh*

**Sweta Singh  
Company Secretary**



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**EXPLANATORY STATEMENT PURSUANT TO RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014**

**Item No. 1**

In order to raise funds, the Company proposes to issue up to 56,700 (Fifty Six thousand Seven Hundred) Series D Zero Coupon, Fully Paid, Unlisted, Unsecured, Redeemable Non-Convertible Debentures of the face value of INR 10,000 (Indian Rupees Ten Thousand) each, for an aggregate principal amount not exceeding INR 56,70,00,000 (Indian Rupees Fifty six crores Seventy lakhs only) to be issued by the Company (the “**Debentures**”) on private placement basis (the “**Debenture Issue**”), on such terms and conditions set out under the offer letter, debenture trust deed, subordination agreement(s), option agreement(s) and such other debenture documents as may be entered in to in connection with the Debenture Issue. The tenure of the Debentures shall not exceed such period as may be determined by the board of directors of the Company (the “**Board**”). The issue and allotment of the Debentures so offered shall be in dematerialized form and the Debentures shall be subject to the provisions of the memorandum of association and articles of association of the Company.

**A. Particulars of the offer including date of passing of Board resolution:**

The Company proposes to issue 56,700 (Fifty Six thousand Seven Hundred) Series D Zero Coupon, Fully Paid, Unlisted, Unsecured, Redeemable Non-Convertible Debentures of a face value of INR 10,000 (Indian Rupees Ten Thousand) each and aggregating up to INR 56,70,00,000 (Indian Rupees Fifty six crores Seventy lakhs only) (the “**Debentures**”) to the identified investors as listed below. The issuance of the Debentures has been authorised by a resolution of the Board at its meeting held on June 30, 2023.

Sr. No.	Name of Entity and Address
1.	<b>WWD PEARL LTD</b> <b>6th Floor Tower A, 1 Cybercity, Ebene, Republic of Mauritius</b>
2.	Embassy Inn Private Limited Registered address, I Floor, Embassy Point #150 Infantry Road Bangalore - 560001 IN

**B. Kinds of securities offered and the Issue price**

The Company proposed to issue redeemable, unsecured, unlisted, non-convertible debentures of face value of INR 10,000 (Indian Rupees Ten Thousand) each. The Debentures will be issued at par.

**C. Price at which the Debentures are being offered, including premium if any, along with justification of the price**

The Debentures are being issued at par bearing a face value of INR 10,000 (Indian Rupees Ten Thousand)



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S. Singh

each.

**D. Amount which the Company intends to raise by way of Debentures**

The Company intends to raise up to INR 56,70,00,000 (Indian Rupees Fifty six crores Seventy lakhs only) from the issuance of the Debentures.

**E. Material terms of the Debentures**

**(I) Proposed time schedule**

(a) The Debentures are proposed to be issued on or before July 03, 2023.

**(II) Objects of the offer**

(a) The proceeds of the Debentures will be utilized by the Company, *inter alia*, for:

(i) repayment of principal and / or interest on existing borrowings.

(ii) general corporate purposes.

in each case in accordance with applicable laws.

**(III) Contribution being made by the promoters or directors or Shareholders either as part of the offer or separately in furtherance of objects**

The following shareholders of the Company are part of the said offer.

Sr. No.	Name of Entity and Address
1.	<b>WWD PEARL LTD</b> <b>6th Floor Tower A, 1 Cybercity, Ebene, Republic of Mauritius</b>
2.	Embassy Inn Private Limited Registered address, I Floor, Embassy Point #150 Infantry Road Bangalore - 560001 IN

**(IV) Principal terms of assets charged as securities: NIL.**



C. Singh



**Item No. 2**

In order to raise funds, the Company proposes to issue up to 8,700 (Eight thousand Seven Hundred) Series E Zero Coupon, Fully Paid, Unlisted, Unsecured, Redeemable Non-Convertible Debentures of the face value of INR 10,000 (Indian Rupees Ten Thousand) each, for an aggregate principal amount not exceeding INR 8,70,00,000 (Indian Rupees Eight crores seventy lakhs only) to be issued by the Company (the “**Debentures**”) on private placement basis (the “**Debenture Issue**”), on such terms and conditions set out under the offer letter, debenture trust deed, subordination agreement(s) and such other debenture documents as may be entered in to in connection with the Debenture Issue. The tenure of the Debentures shall not exceed such period as may be determined by the board of directors of the Company (the “**Board**”). The issue and allotment of the Debentures so offered shall be in dematerialized form and the Debentures shall be subject to the provisions of the memorandum of association and articles of association of the Company.

**F. Particulars of the offer including date of passing of Board resolution:**

The Company proposes to issue 8,700 (Eight thousand Seven Hundred) Series E Zero Coupon, Fully Paid, Unlisted, Unsecured, Redeemable Non-Convertible Debentures of a face value of INR 10,000 (Indian Rupees Ten Thousand) each and aggregating up to INR 8,70,00,000 (Indian Rupees Eight crores seventy lakhs only) (the “**Debentures**”) to the identified investors as listed below. The issuance of the Debentures has been authorised by a resolution of the Board at its meeting held on June 30, 2023.

Sr. No.	Name of Entity and Address
1.	BREP Asia SBS Holding-NQ Co IV Ltd Registered Address: One Nexus Way, Camana Bay, Grand Cayman, KY1-9005, Cayman Islands
2.	BREP Asia SG Indian Holding (NQ) Co I Pte. Ltd. Registered Address: 3 Church Street, #30-01 Samsung Hub, 049483, Singapore
3.	BREP VII SBS Holding-NQ Co IV Ltd. Registered Address: One Nexus Way, Camana Bay, Grand Cayman, KY1-9005, Cayman Islands
4.	BREP VII SG Indian Holding (NQ) Co I Pte. Ltd. Registered Address: 3 Church Street, #30-01 Samsung Hub, 049483, Singapore

**G. Kinds of securities offered and the Issue price**

The Company proposed to issue redeemable, unsecured, unlisted, non-convertible debentures of face value of INR 10,000 (Indian Rupees Ten Thousand) each. The Debentures will be issued at par.

**H. Price at which the Debentures are being offered, including premium if any, along with justification of the price**

The Debentures are being issued at par bearing a face value of INR 10,000 (Indian Rupees Ten Thousand)  
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each.

**I. Amount which the Company intends to raise by way of Debentures**

The Company intends to raise up to INR 8,70,00,000 (Indian Rupees Eight crores seventy lakhs only) from the issuance of the Debentures.

**J. Material terms of the Debentures**

**(I) Proposed time schedule**

- (a) The Debentures are proposed to be issued on or before June 30, 2023

**(II) Objects of the offer**

- (a) The proceeds of the Debentures will be utilized by the Company, *inter alia*, for:
- (iii) repayment of principal and / or interest on existing borrowings.
  - (iv) general corporate purposes.

in each case in accordance with applicable laws.

**(III) Contribution being made by the promoters or directors or Shareholders either as part of the offer or separately in furtherance of objects**

The following shareholders of the Company are part of the said offer.

Sr. No.	Name of Entity and Address
	NA

**(IV) Principal terms of assets charged as securities: NIL.**

**Item No. 3**

1. The Company had an Inter-Corporate Deposit payable to an extent of Rs. 28.35 Crores (Rupees Twenty Eight Crore Thirty Five Lakhs only) to be paid to Embassy Inn Private Limited (“EIPL”), the Board of Directors in Consultation with EIPL at their meeting held on June 30, 2023 has accorded their consent to convert the Rs. 28.35 Crores payable to Series- D Non-Convertible Debentures, 28,350 NCDs at a Face value of Rs. 10,000/- for other than the cash. The Information as required, to be disclosed under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, in respect of the aforesaid Special business is as follows:



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**(i) Objects of the issue:** Your Company had an Inter-Corporate Deposit payable to Embassy Inn Private Limited (“EIPL”) and now the Company in Consultation with EIPL has proposed to Convert the payables into a Series-D Non Convertible Debentures (“NCDs”) for other than cash.

**(ii) Total number of Debentures to be issued:** 28,350 NCDs (Twenty Eight Thousand Three Hundred and Fifty) Series D Non Convertible Debentures (“NCDs”) of Rs. 10,000/- (Rupees Ten Thousand Only) each for a consideration other than cash.

**(iii) Price at which the allotment is proposed** – The price at which Series D Non Convertible Debentures (“NCDs”) shall be issued and allotted is Rs. 10,000/- each.

**(iv) The class or classes of persons to whom the allotment is proposed to be made** – Embassy Inn Private Limited (“EIPL”)

**(v) Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the offer** – The shareholders of the Company are participating in the issue of Debentures to Series D Non Convertible Debentures (“NCDs”) as part of the private placement.

**(vi) The proposed time within which allotment shall be completed** – Within a period of 12 (twelve) months from the date of passing of the Special Resolution.

**(vii) The justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Your Company had an Inter-Corporate Deposit payable to Embassy Inn Private Limited (“EIPL”) and now the Company in Consultation with EIPL has proposed to Convert the payables into a Series-D Non Convertible Debentures (“NCDs”) for other than cash. Justification is given in Valuation Report.



S Singh



**Form No. MGT-11  
Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies

(Management and Administration) Rules, 2014]

CIN : U45202KA2007PTC084541  
 Name of the Company : Embassy One Developers Private Limited  
 Registered Office : 1st Floor, Embassy Point 150, Infantry Road, Bangalore-560001

Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No. / Client Id :	
DP ID :	

I/We, being the member(s) of ..... shares of the above named company, hereby appoint:

1. Name : .....  
 Address : .....  
 E-mail Id : .....  
 Signature : ....., or failing him
2. Name : .....  
 Address : .....  
 E-mail Id : .....  
 Signature : ....., or failing him

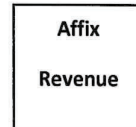
as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on Friday, June 30, 2023 at 11:00 A.M at 1st Floor, Embassy Point 150, Infantry Road, Bangalore-560001, and at any adjournment thereof in respect of such resolutions as are indicated below:

- Resolution No.: 1. Unanimous Approval For Issue Of Non-Convertible Debentures Upto INR 56,70,00,000
2. Unanimous Approval For Issue Of Non-Convertible Debentures Upto INR 8,70,00,000
3. Conversion Of Inter-Corporate Deposit Into Series-D Non Convertible Debentures (NCDS) For Consideration Other Than Cash.

Signed this ..... day of ..... 2023

Signature of Shareholder .....

Signature of Proxy holder .....



Note:

- a) Revenue Stamp to be affixed on this form.
- b) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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