

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF EMBASSY ONE DEVELOPERS PRIVATE LIMITED WILL BE HELD ON MONDAY, 28TH DAY OF MARCH, 2022 AT 01:00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT I FLOOR, EMBASSY POINT NO 150, INFANTRY ROAD, BENGALURU- 560 001 ON A SHORTER NOTICE TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

APPROVAL TO PROVIDE INTER-CORPORATE LOAN IN TERMS OF SECTION 185 OF THE COMPANIES ACT, 2013:

“RESOLVED THAT pursuant to the provisions of section 185 and all other applicable provisions, if any of the companies act, 2013 read with the companies (amendment) act, 2017 and rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the company be and is hereby accorded to the board of directors of the company to grant the Loan to Nam Estates Private Limited up to maximum amount of Rs. 250,00,00,000(Rupees Two Hundred and Fifty Crores Only) repayable on demand and upon such terms and conditions as detailed in the transaction documents.

RESOLVED FURTHER THAT the board of directors of the company or company secretary be and is hereby authorized to file necessary returns/ forms with the registrar of companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this resolution.”

**By Order of the Board of Directors
For Embassy One Developers Private Limited**

Place: Bengaluru
Date: March 28, 2022


Rajesh Kaimal
Director
DIN: 03158687



Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll in place of him and that the proxy need not be a member.
2. Proxies, in order to be effective, must be lodged with the registered office of the Company at least 48 hours before the time fixed for the meeting. A proxy form is enclosed.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. All documents referred to in the Notice are open for inspection at the registered office of the Company on all the working days except Saturdays, Sundays and Public Holidays between 9.30 AM and 6.00 PM upto the date of EGM.
5. Members are requested to intimate the change in their address registered with the Company.
6. Attendance slips in accordance to the Secretarial Standard – 2.



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

Item No.1:

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May 2018

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, a) to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person or b) anybody corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; as specified in the clause (a) and (b) of explanation to Sub section 2 of Section 185 of the Companies Act, 2013 on such terms and conditions as may be agreed by both the parties including interest, tenure subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

Company being the fellow group company has advanced an inter-corporate loan of Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores only) to Nam Estates Private Limited for meeting the day to day requirement.

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For Embassy One Developers Private Limited**

Place: Bengaluru

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Rajesh Kaimal
Director
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