

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 09, 2023 AT 05:00 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT 1st FLOOR, NO.150 EMBASSY POINT, INFANTRY ROAD BANAGALORE 560001 TO TRANSACT FOLLOWING BUSINESS:

SPECIAL BUSINESS:

UNANIMOUS APPROVAL FOR ISSUE OF NON-CONVERTIBLE DEBENTURES UPTO INR 7,00,00,000:

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 7,000 (seven thousand) Series C 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 7,00,00,000 (Indian Rupees Seven Crore) (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



Embassy One Developers Private Limited | CIN: U45202KA2007PTC084541 | www.embassyone.in
(formerly Cityview Bangalore Properties Private Limited) | T:080 4179 9999 | E: sales@embassyindia.com Registered
Address: 1st Floor, Embassy Point, 150 Infantry Road, Bangalore – 560001 Correspondence Add: Pebble Beach
block, Embassy Golflinks Business Park, off. Intermediate road, Bangalore - 560076



Sweta Singh

signatures of any Director or Company Secretary or the authorised person of the Company.”

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



Sweta Singh

**Sweta Singh
Company Secretary**

**Date:09.06.2023
Place: Bengaluru**

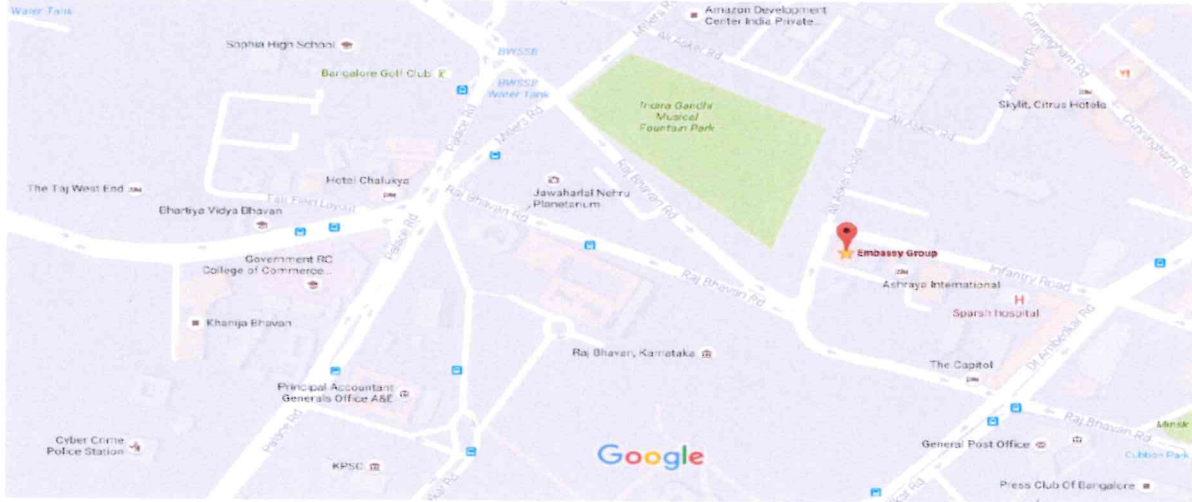
NOTES:

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.

Annexure I to the Notice

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

Venue: 1st Floor, Embassy Point, 150 Infantry Road, Bangalore 560001



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



**Date: 09.06.2023
Place: Bengaluru**

Sweta 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 7,000 (seven thousand) Series C Zero Coupon, Fully Paid, Unlisted, Unsecured, Redeemable Non-Convertible Debentures of the face value of INR 10,000 (Indian Rupees Ten Thousand) for an aggregate principal amount not exceeding INR 7,00,00,000 (Indian Rupees Seven Crore) (the “**Debentures**”), each to be issued on a private placement basis (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 dematerialised 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 7,000 (seven thousand) Series C Zero Coupon, Fully Paid, Unlisted, Unsecured, Redeemable Non-Convertible Debentures of a face value of INR 10,000 (Indian Ten Thousand) each aggregating up to INR 7,00,00,000 (Indian Rupees Seven Crore) (“**Debentures**”) each to be issued on a private placement basis to the identified investors as listed below (the “**Debenture Issue**”). The issuance of the Debentures has been authorised by a resolution of the Board at its meeting held on June 09 , 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 |

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) each.



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Sweta Singh

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

The Company intends to raise up to INR 7,00,00,000 (Indian Rupees Seven Crore) 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 June 15, 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 the 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. | N.A |

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



Sweta 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

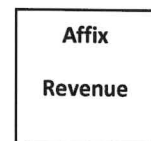
as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on Friday, June 09, 2023 at 05:00 P.M at 1st Floor, Embassy Point 150, Infantry Road, Bangalore-560001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.: Unanimous Approval for issue of Non-Convertible Debentures upto INR 7,00,00,000

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.