

**SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF EMBASSY ONE DEVELOPERS PRIVATE LIMITED WILL BE HELD ON TUESDAY OCTOBER 12, 2021 AT 5:30 P.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:**

**SPECIAL BUSINESS:**

**UNANIMOUS APPROVAL FOR ISSUE OF NON-CONVERTIBLE DEBENTURES:**

**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 to issue and allot upto 1,20,000, unlisted, unsecured, redeemable non-convertible debentures (“**Debentures**”) of the face value of Rs 10,000 each on a private placement basis for an aggregate principal amount not exceeding INR 120,00,00,000 (Indian Rupees One Hundred and Twenty Crore) 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.”

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



A handwritten signature in black ink, appearing to read "Shreyas Dwaraki".

**Shreyas Dwaraki**  
Company Secretary

**Date: 12.10.2021**  
**Place: Bengaluru**

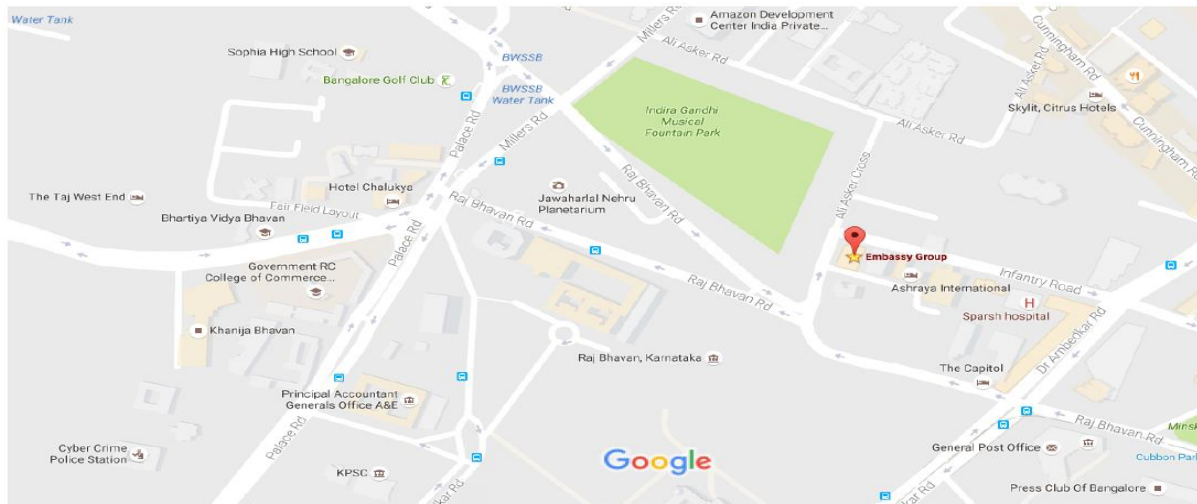
#### NOTES:

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: 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: 12.10.2021  
Place: Bengaluru**

**Shreyas Dwaraki  
Company Secretary**

**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

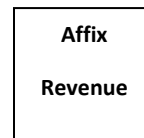
as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on Tuesday, 12<sup>th</sup> October, 2021 at 5:30 P.M at 1st Floor, Embassy Point 150, Infantry Road, Bangalore-560001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.: Unanimous Approval for Issue Of Non-Convertible Debentures

Signed this ..... day of ..... 2021

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.

