

SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF EMBASSY ONE DEVELOPERS PRIVATE LIMITED WILL BE HELD ON WEDNESDAY OCTOBER 13, 2021 AT 5:30 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:

SPECIAL RESOLUTION:

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 Embassy Property Developments Private Limited up to maximum amount of Rs. 50,00,00,000(Rupees Fifty Crores Only) at a rate of interest of 12% per annum, which is 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
Embassy One Developers Private Limited**


**Rajesh Kaimal
Director
DIN: 03158687**

Date: 13.10.2021

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.

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. 50,00,00,000/- (Rupees Fifty crores only) to Embassy Property Developments Private Limited for meeting the day to day requirement.

For Embassy One Developers Private Limited



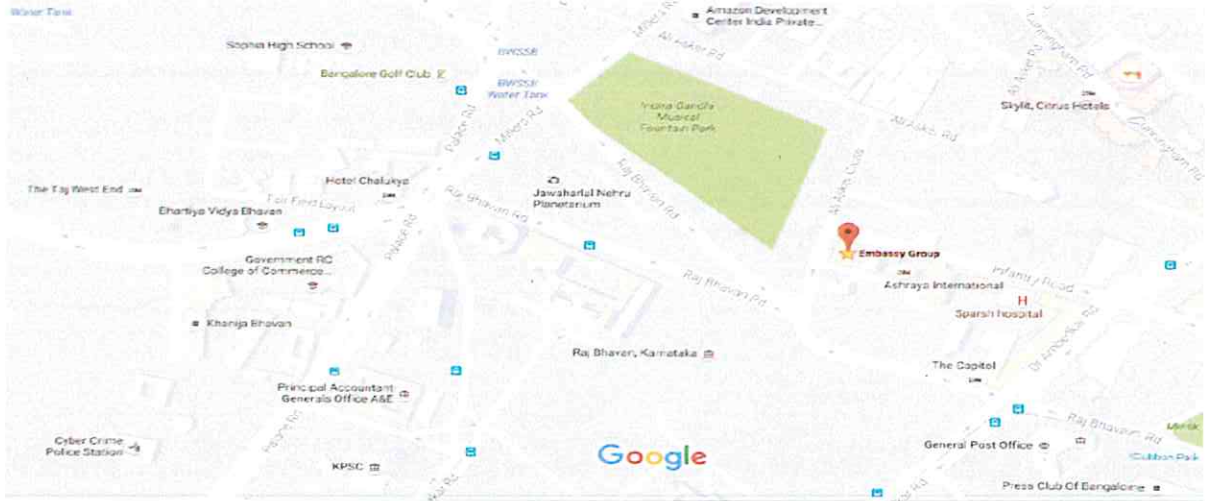
Rajesh Kaimal
Director
DIN: 03158687



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**


**Rajesh Kaimal
Director
DIN: 03158687**

**Date: 13.10.2021
Place: Bengaluru**



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 Gollinks Business Park, off. Intermediate road, Bangalore - 560076

**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 Wednesday, 13th 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.: APPROVAL TO PROVIDE INTER-CORPORATE LOAN IN TERMS OF SECTION 185 OF THE COMPANIES ACT, 2013

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.

