

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, 24TH DAY OF JANUARY, 2022 AT 05:00 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

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 up to 80,000, Series B Zero Coupon, Fully Paid, Unlisted, Unsecured, Redeemable Non-Convertible Debentures (“**Debentures**”) of the face value of Rs 10,000 each on a private placement basis, in one or more tranches, for an aggregate principal amount of up to INR 80,00,00,000 (Indian Rupees Eighty Crore Only) 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
For Embassy One Developers Private Limited**

Place: Bengaluru

Date: January 24, 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:

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 80,000, Series B Zero Coupon, Fully Paid, Unlisted, Unsecured, Redeemable Non-Convertible Debentures (“Debentures”) of the face value of Rs 10,000 each on a private placement basis, in one or more tranches, for an aggregate principal amount of up to INR 80,00,00,000 (Indian Rupees Eighty Crore Only) (“**Debentures**”). The tenure of the Debentures shall not exceed such period as may be determined by the Board of Directors. 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 Series B Zero Coupon, Fully Paid, Unlisted, Unsecured, Redeemable Non-Convertible Debentures of a face value of INR 10,000 (Indian Ten Thousand) each and aggregating up to INR 80,00,00,000 (Indian Rupees Eighty Crore Only), in one or more tranches, (“Debentures”) to the identified investors as listed below. The issuance of the Debentures has been authorised by a resolution of the board of directors of the Company (“Board”) at its meeting held on January 24, 2022.

Sr. No	Name of Entity and Address
1.	BREP ASIA SG Indian Holding (NQ) CO I Pte Ltd Registered Address: 77 Robinson Road, #13-00 Robinson 77, Singapore 068896
2.	BREP VII SG Indian Holding (NQ) Co I Pte Ltd Registered Address: 77 Robinson Road, #13-00 Robinson 77, Singapore 068896

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 only) each.



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

The Company intends to raise up to INR 80,00,00,000 (Indian Rupees Eighty Crore 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 January 31, 2022.

(II) Objects of the offer

(a) The proceeds of the Debentures will be utilized by the Company, *inter alia*, for repayment of principal and / or interest on existing borrowings in accordance with applicable law.

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

N.A

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

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

Place: Bengaluru

Date: January 24, 2022

**Rajesh Kaimal
Director
DIN: 03158687**

