

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING NO. 02/2024-25 OF THE MEMBERS OF EMBASSY ONE DEVELOPERS PRIVATE LIMITED (“COMPANY”) WILL BE HELD ON FRIDAY, 28TH DAY OF MARCH, 2025 AT 5.30 P.M. AT SHORTER NOTICE AT THE REGISTERED OFFICE OF THE COMPANY AT 1ST FLOOR, EMBASSY POINT, 150 INFANTRY ROAD, BANGALORE, KARNATAKA, INDIA, 560001 TO TRANSACT THE FOLLOWING BUSINESS:

Special Business:

ITEM NO. 1: GRANT OF AUTHORITY FOR CREATION OF SECURITY AND TO BORROW IN EXCESS OF SHARE CAPITAL & RESERVES

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolutions:**

“**RESOLVED THAT** consent of the members be and is hereby accorded pursuant to section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to hypothecate, pledge, mortgage, charge or create any other encumbrance in all or any part of movable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a fixed/floating charge in all or any movable or immovable properties of the Company to or in favour of Banks, financial institutions or any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal together with interest, penal charges, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum limit of the obligations secured by such security interest created by the Company does not exceed INR 20,00,00,00,000/- (Indian Rupees Two Thousand Crores only) at any one time.

“**RESOLVED THAT** subject to the provisions of section 180(1)(c) of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors of the Company to raise or borrow from time to time such sum or sums as they may deem appropriate for the purposes of the Company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from company’s bankers in the ordinary course of business) will exceed the paid-up share capital of the Company, free reserves not set apart for any specific purpose and securities premium, provided that the total amount upto which monies may be borrowed by the Company shall not exceed the INR 20,00,00,00,000/- (Indian Rupees Two Thousand Crores only) at any one time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to file necessary forms with the Registrar of Companies and/or any other statutory/ governmental authority(ies) as may be required and comply with all other legal/ regulatory requirements within the time prescribed by law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.”

ITEM NO. 2: APPOINTMENT OF MR. SHAILENDRA KONANUR SUBBARAYA (DIN: 07984647) AS WHOLE-TIME DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), and in accordance with the recommendation of the Board of Directors, the consent of the members be and is hereby accorded

Embassy One Developers Private Limited | CIN: U45202KA2007PTC084541 | www.embassyone.in
(formerly Cityview Bangalore Properties Private Limited) | T: 080-47222333 | E: secretarialteam@embassyindia.com
Registered Address: 1st Floor, Embassy Point, 150 Infantry Road, Bangalore – 560001
Correspondence Add: Royal Oaks Embassy Golflinks Business Park, Off Intermediate Ring Road Bangalore -560071

for the appointment of Mr. Shailendra Konanur Subbaraya (DIN: 07984647) as the Whole-Time Director of the Company for a period of 5 years with effect from 31.03.2025, without any remuneration.

RESOLVED FURTHER THAT Mr. Shailendra Konanur Subbaraya shall be liable to retire by rotation and shall perform such duties as assigned by the Board from time to time.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

ITEM NO. 3: CANCELLATION OF RESOLUTION PASSED BY THE SHAREHOLDERS AT THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY HELD ON 2ND DECEMBER, 2024 FOR RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the resolution No. 3 approved at the Extra-Ordinary General Meeting held on 2nd December, 2024 at 5.30 p.m. for reclassification of authorised share capital of the Company and amendment to the memorandum of association be and is hereby cancelled and rescinded in its entirety and all actions taken pursuant to such resolutions are hereby cancelled and rendered null and void.

RESOLVED FURTHER THAT any directors of the Company or Company Secretary of the Company, be and is hereby authorized to do all such acts and deeds as may be deemed necessary to give effect to the above resolutions including but not limited to filing relevant forms with the Registrar of Companies, Karnataka.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby jointly and severally authorised to sign a copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

By order of the Board
For Embassy One Developers Private Limited


Grishma Chouhan
Company Secretary
A-68573



Date: 28.03.2025
Place: Bangalore

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.

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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. Explanatory Statement pursuant to the provisions of Section 102 of Companies Act, 2013 is annexed hereto.
9. The route map showing direction to reach the venue of the EGM is annexed.

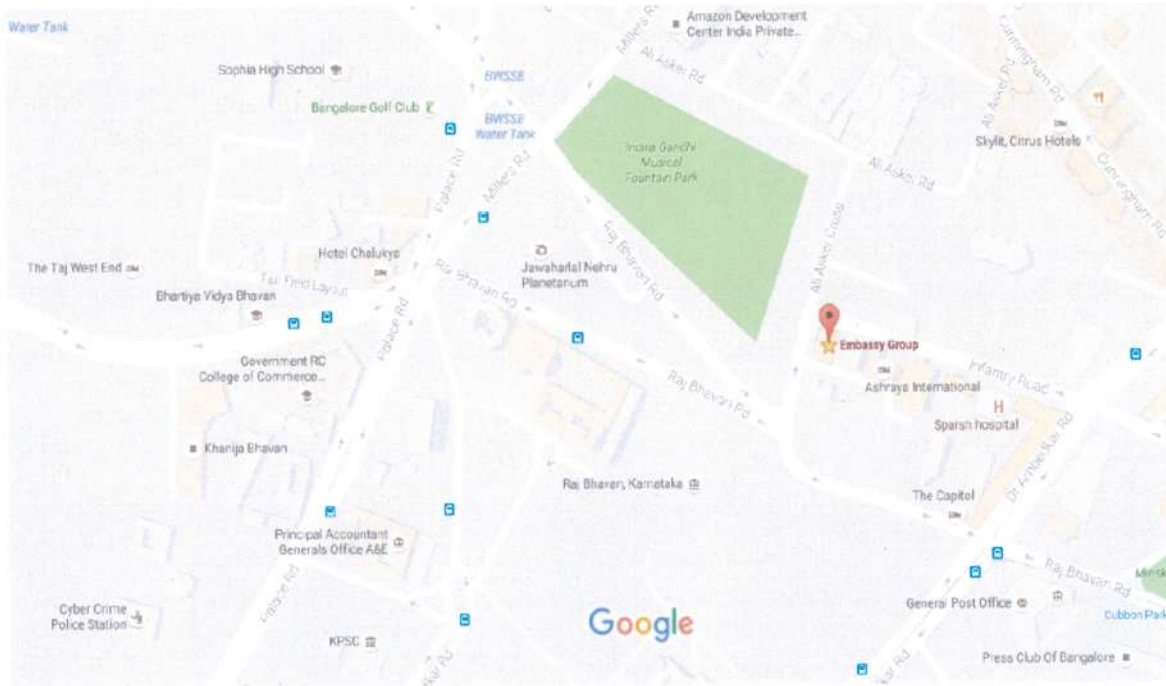


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Annexure I to the Notice

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

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



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

In order to facilitate securing the borrowing made by the Company and also for the purposes of providing third party security from time to time, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members of the Company (by way of a special resolution) in the general meeting.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, the free reserves of the Company and securities premium. Hence it is proposed to increase the maximum borrowing limits upto INR 20,00,00,00,000/- (Indian Rupees Two Thousand Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Company cannot borrow more than the aggregate amount of the paid-up capital of the Company, its free reserves and securities premium at any one time except with the consent of the members of the Company in a general meeting.

The Board recommends these resolutions for the approval of the members as **Special Resolutions**.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

ITEM NO. 2:

The Board of Directors, at its meeting held on 28.03.2025, appointed Mr. Shailendra Konanur Subbaraya (DIN: 07984647) as a Whole-Time Director of the Company, subject to the approval of shareholders in the general meeting.

Considering the expertise and experience of Mr. Shailendra Konanur Subbaraya, the Board believes that his appointment would be in the best interest of the Company. Mr. Shailendra Konanur Subbaraya has consented to act as a Whole-Time Director and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.

As stipulated under Secretarial Standard-2, brief profile of Mr. Shailendra Konanur Subbaraya, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided in below Table:

Details of Director seeking appointment at the Extra-Ordinary General Meeting

Particulars	
Director Identification Number (DIN)	07984647
Date of Birth	15/11/1984
Qualification	He holds a Bachelor's Degree in Engineering-Electrical & Electronics, from Vishweshwariah Technological University, Belgaum, Karnataka and also holds post graduate diploma in Management – Finance from Indian Institute of Planning & Management, Bengaluru, Karnataka.

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Experience	<p>Mr. Shailendra, aged about 40 years, is Chief Operating Officer (COO) – South. He has been associated with Embassy Group since 2010 at different senior positions and as part of the Embassy Group Executive Committee, which drives strategic initiatives across the Group. During his association with Embassy group, he has been leading Business Development opportunities for the Group, Liaisoning with the regulators for various projects across the Group, managing certain land acquisition opportunity, enabled the business plans and launch of various commercial and residential projects. He was also part of the integral team that successfully completed acquisitions and disinvestment of multiple marquee projects worth over INR 4000 crores and lead the private fund raise of amounting to INR 1500 crores. Before joining the Embassy Group, he worked with Emirates Trading Agency, Dubai, U.A.E ,from 2006-08, as Project Engineer (Electrical) during which he worked on financial planning, forecasting for MEP services including job cost analysis & capital budgeting, pricing & costing analysis of the contracts etc.</p> <p>These experiences provided him with a diverse range of insights and enabled him to develop a comprehensive understanding of projects management in different business environments. He has over 16 years of experience across various corporate functions such as financial planning & control, fund raising, forecasting of cash flows, acquisitions, business development & operations, liaisoning, budgeting etc.</p>
Terms & Conditions of Appointment	<p>1. Period of appointment: 5 (Five) years with effect from 31st March 2025 to 30th March 2030</p> <p>2. Remuneration: Nil</p> <p>3. He shall be liable to retire by rotation. However, retirement by rotation and re-appointment shall not be deemed to be a break in service as Wholetime Director.</p>
Details of Remuneration Sought to be paid	Nil
Remuneration last Drawn	Nil
Date of First Appointment on the Board	07.03.2025
Shareholding	Nil
Relationship with Other Directors, Manager or Key Managerial Personnel	Not applicable
No. of Meeting of the Board attended during the year	10.03.2025 and 28.03.2025
List of Directorship held in other Companies	<ol style="list-style-type: none"> 1. Reque Developers Private Limited 2. Embassy-Columbia Pacific ASL Private Limited 3. Embassy East Business Park Private Limited 4. Summit Developments Private Limited 5. Logus Projects Private Limited 6. Sai Srushti Infrastructure Innovation Projects Private Limited 7. Embassy Orange Developers Private Limited 8. Embassy Prism Ventures Limited 9. Embassy Maverick Malls Private Limited

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	10. Winterfell Realty Private Limited 11. EPDPL Coliving Private Limited 12. Embassy RR Projects Private Limited 13. Embassy International Riding School
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As on the date of notice Mr. Shailendra Konanur Subbaraya hold NIL Equity Shares in the Company.

Since the appointment of a Whole-Time Director requires approval of the members in terms of Section 196 of the Companies Act, 2013, the Board recommends the resolution for the approval of shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company, and their relatives, except Mr. Shailendra Konanur Subbaraya, are concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 3:

The Board has approved a resolution for canceling the resolution no. 3 which was approved by the Shareholders of the Company on 2nd December, 2024 for Reclassification of Authorised Share Capital of the Company amendment to the memorandum of association of the Company.

The Board hereby informs the Shareholders that the said resolution was be rescinded as the same was passed based on a decision which was put on hold due to unforeseen circumstances.

The proposal requires the consent of the Shareholders. The Board of Directors recommends that the proposal be approved by the Shareholders as an Ordinary Resolution.

None of the directors, key managerial personnel or their relatives are in any way concerned or interested in this resolution.

By order of the Board
For Embassy One Developers Private Limited


Grishma Chouhan
Company Secretary
A-68573



Date: 28.03.2025
Place: Bangalore