EMBASSY SERVICES PRIVATE LIMITED
(Formerly known as Embassy Property Services Private Limited)
CIN: U70102KA2006PTC038910
Regd. Office: 1st Floor, Embassy Point, 150 Infantry Road, Bangalore – 560 001
Tel. No: 080 49030000 Fax No: 080 49030046 Email: secretarialteam@embassyindia.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Shorter Notice is hereby given that the Extra - Ordinary General Meeting of Embassy Services Private Limited ("the Company") will be held on Thursday 23rd March 2023 at 01:00 P.M. at the registered office at 1st Floor, Embassy Point, 150 Infantry Road, Bangalore - 560001 to transact the following ordinary business:

To approve and execute agreements in relation to the facility management services and certain related party transactions:

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

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder including Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, each as amended, and subject to the approval of the shareholders, the Board be and hereby severally authorizes Mr. Jitendra Mohandas Virwani, Mr. Karan Virwani, Mr. Aditya Virwani and Mr. Pradeep Nenumal Lala, Directors of the Company and Mr. P.R. Ramakrishnan, Mr. Rajesh Kaimal, Mr. Shailendra KS, Mr. Raghavendra RY, Mr. Balasubramanian Prabhu, Mrs. Swarna R Malharikar and Mrs. Naina Baintwal (hereinafter referred to as "**Authorised Officers**") to negotiate, sign, execute, amend and deliver, as may be required, the following agreement(s) ("**Agreements**"), as placed before this meeting of the Board, to provide facility management services to Embassy Construction Private Limited ("**ECPL**"), on behalf of the Company and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the said Agreements:

(i) facility management agreement in connection with providing services relating to facility management services to ECPL, and which will include a detailed scope of services including reimbursement of certain direct manpower costs and overhead costs ("**Facility Management Agreement**").
(ii) Other related documents and ancillary agreements, deeds, writings, undertakings, declarations, amendments, modifications, supplemental deeds and instruments in connection with the Facility Management Agreement.

RESOLVED FURTHER THAT, subject to the approval of the shareholders, the terms of the Agreements and the transactions contemplated therein, be and are hereby approved by the Board.

RESOLVED FURTHER THAT, without affecting the generality of the authorities given and in addition to the authorities given by the Board to the Company's authorized person(s) elsewhere in these resolutions, the Authorised Officers be and are hereby severally authorized, empowered and deemed to have been authorised and empowered to exercise all powers and discharge all functions which the Board is authorized to undertake in connection with the Agreements, including, inter alia:

(i) to do and to perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the delivery and performance of the Agreements;
(ii) to assent to and approve any alteration or modification to or termination of the Agreements;

(iii) to make any modifications as they may consider necessary in relation to the procedure and modalities of effecting the transactions contemplated in the Agreements;

(iv) to give such directions as they may consider necessary or advisable to settle any question or difficulty arising under the Agreements or in regard to the meaning or interpretation of the Agreements or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Agreements;

(v) to approve and authorize execution of any agreements, deeds, documents, declarations, writings, etc., (including any alterations or modifications in the documents executed or to be executed), whether or not under the common seal of the Company, as may be required from time to time, in connection with the Agreements;

(vi) to authorise the directors and/ or officers of the Company to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment/ conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, in each case as may be approved by such directors and/or officers, whether or not under the common seal of the Company, as may be required from time to time in connection with the above matters, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board."

RESOLVED FURTHER THAT the copies of the foregoing resolution, certified to be true copies by the any one Director of the Company be furnished to any person as may be required."

For Embassy Services Private Limited

PRADEEP NENUMAL LALA
Digitally signed by PRADEEP NENUMAL LALA
Date: 2023.03.23 14:59:38 +05'30'

Date: 23.03.2023
Place: Bengaluru

Pradeep Nenumal Lala
Director
DIN: 06821988

Notes:

1. Any member entitled to vote at the meeting is entitled to appoint a proxy and such proxy need not be a member of the Company. Proxy form is separately attached.
2. **An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.**
3. All the documents relevant to the resolutions specified in the Notice and which are referred to in the Explanatory Statement are available for inspection by the shareholders of the Company at the corporate office of the Company and also at the place of the meeting on the meeting day.

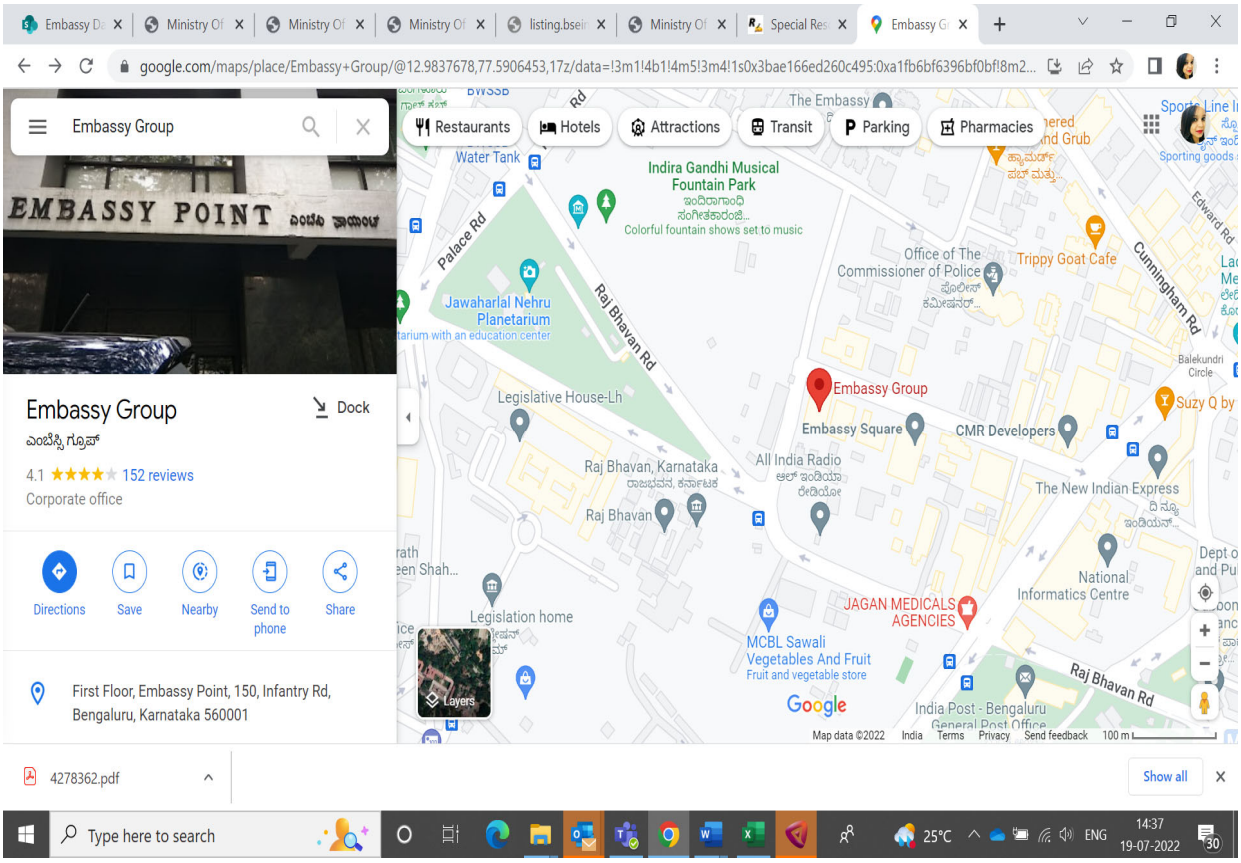
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EXPLANATORY STATEMENT

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

Item No.1:

The Company is intended to enter into agreements in relation to the facility management services and certain other related party transactions, the draft of which is placed before the members.

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

In view of the above, the Board at its meeting held on 23rd March 2023 decided to seek approval of the shareholders pursuant to the provisions of Section 188 of the Act to enter into related party transactions.

For Embassy Services Private Limited

PRADEEP NENUMAL LALA

Digitally signed by PRADEEP NENUMAL LALA
Date: 2023.03.23 15:00:09 +05'30'

Date: 23.03.2023
Place: Bengaluru

Pradeep Nenumal Lala
Director
DIN: 06821988