

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

Notice is hereby given that the Extra - Ordinary General Meeting of Embassy Services Private Limited (“the Company”) will be held on Tuesday, the 02nd Day of April 2024 at 11:00 A.M. at the registered office of the Company situated at 1st Floor, Embassy Point, 150 Infantry Road, Bangalore - 560001 to transact the following ordinary business:

To approve and execute Amended and Restated Facility Management Agreement 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, the consent of the members be and is hereby accorded to sign, execute, amend and deliver the amended and restated facility management agreement (“**Amended and Restated Facility Management Agreement**”) as placed before the members to provide the facility management services to ESNP Property Builders and Developers Private Limited in relation to “**Embassy Splendid TechZone**”, as per the terms and conditions of stated in the Agreement.

RESOLVED FURTHER THAT Mr. Jitendra Virwani, Mr. Pradeep Nenumal Lala, Mr. Aditya Virwani and Mr. Karan Virwani, Directors of the Company and Mr. Narpat Singh Choraria, Mr. P.R.Ramakrishnan, Mr. Rajesh Kaimal, Mr. Chandrasekar B, Ms. Krati Khandelwal and Ms. Manjiri Inamdar, authorised signatories of the Company (“**Authorised Signatories**”) be and are hereby severally authorized to sign the Amended and Restated Facility Management Agreement, relevant documents and to do such other acts, deeds and things as may be required in this regard.

RESOLVED FURTHER THAT, consent of the members be and is hereby accorded, to the terms of the Amended and Restated Facility Management Agreement and the transactions contemplated therein.

RESOLVED FURTHER THAT without affecting the generality of the authorities given and in addition to the authorities given to the Company’s authorized person(s) elsewhere in these resolutions, the Authorised Signatories 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 Amended and Restated Facility Management Agreement, 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 Amended and Restated Facility Management Agreement;
- (ii) to assent to and approve any alteration or modification to or termination of the Amended and Restated Facility Management Agreement;

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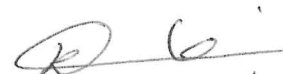
- (iii) to make any modifications as they may consider necessary in relation to the procedure and modalities of effecting the transactions contemplated in the Amended and Restated Facility Management Agreement;
- (iv) to give such directions as they may consider necessary or advisable to settle any question or difficulty arising under the Amended and Restated Facility Management Agreement or in regard to the meaning or interpretation of the Amended and Restated Facility Management Agreement or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Amended and Restated Facility Management Agreement;
- (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 Amended and Restated Facility Management Agreement;
- (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 copies of the foregoing resolutions, certified to be true copies by any director of the Company be furnished to such parties or any relevant authorities, as may be necessary.”

For Embassy Services Private Limited

Date: 02.04.2024

Place: Bengaluru



Karan Virwani

Director

DIN: 03071954

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 and forms an integral part of the Notice.
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

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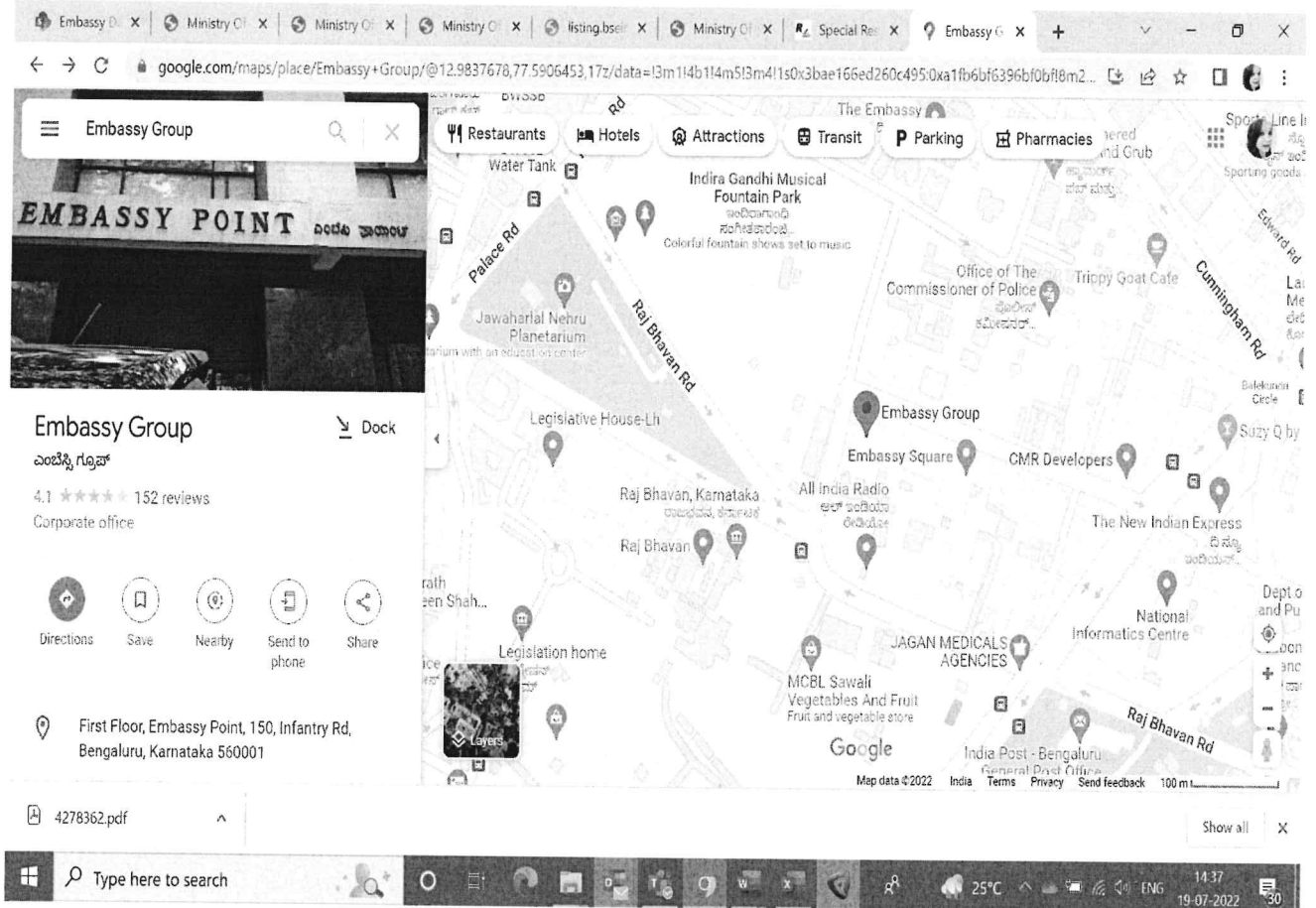
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of the Company at the corporate office of the Company and also at the place of the meeting on the meeting day.

4. In case, any Members who require assistance before or during the EGM can reach out to Ms. Richa Saxena at 080 49030000 or E-Mail: secretarialteam@embassyindia.com



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Authorization for execution of amended and restated facility management agreement (“Amended and Restated Facility Management Agreement”):

Section 188 of the Companies Act, 2013 read along with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules 2014 prescribe certain procedure for approval of material related party transactions by members.

The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm’s length basis.

The following contracts/ arrangements/ transactions are material in nature and require the approval of the shareholders of the Company by **Ordinary Resolution**:

The name of the related party and nature of relationship;	Mr. Aditya Virwani, Director of the Company is a shareholder in ESNP Property Builders and Developers Private Limited (“ESNP”).
The nature, duration of the contract and particulars of the contract or arrangement;	Amended and Restated Facility Management Agreement between the Company and ESNP
The material terms of the contract or arrangement including the value, if any;	As mentioned in Amended and Restated Facility Management Agreement.
Any advance paid or received for the contract or arrangement, if any;	Nil
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	As mentioned in Amended and Restated Facility Management Agreement.
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	All factors relevant to the contract have been considered.
Any other information relevant or important to take a decision on the proposed transaction.	All required information is mentioned in the Amended and Restated Facility Management Agreement.

The above contracts/ arrangements/ transactions were approved by the Board at its meeting held on 02nd April 2024 and recommended by the board of directors to the shareholders of the Company for their approval.

Except Mr. Aditya Virwani, none of the other directors or any key managerial personnel of the Company other than those identified is interested in the resolution.

The Board recommends the ordinary resolution for approval by the shareholders.

For Embassy Services Private Limited



Karan Virwani
Director
DIN: 03071954

Date: 02.04.2024
Place: Bengaluru