

# EMBASSY SERVICES PRIVATE LIMITED

(Formerly known as Embassy Property Services Private Limited)

CIN: U70102KA2006PTC038910

Regd. Office: 1<sup>st</sup> Floor, Embassy Point, 150 Infantry Road, Bangalore – 560 001

Tel. No: 080 49030000 Fax No: 080 49030046 Email: [secretarialteam@embassyindia.com](mailto:secretarialteam@embassyindia.com)

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## **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 Wednesday, the 12<sup>th</sup> day of June 2024 at 11:00 A.M. at the registered office of the Company situated at 1<sup>st</sup> Floor, Embassy Point, 150 Infantry Road, Bangalore - 560001 to transact the following ordinary business:

**Item No. 1: Approval for giving Loan and Guarantee or providing Security in connection with Loan availed by any specified person under Section 185 of the Companies Act, 2013:**

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

**“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 advance any loan including any loan represented by a book debt, business advance, advance for securing supplies of services/goods on a future date or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to an amount not exceeding INR 2,000 Crores (Indian Rupees Two Thousand Crores), from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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.”

**Item No. 2: Approval to make Loan and Investment exceeding the ceiling prescribed under Section 186 of the Companies Act, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, 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 (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however

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that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 2,000 Crores (Indian Rupees Two Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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.”

For Embassy Services Private Limited



Aditya Virwani

Director

DIN: 06480521

Date: 20.05.2024

Place: Bengaluru

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. 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. (Annexure II)
3. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms an integral part of the Notice.
4. 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.
5. Members are requested to intimate the change in their address registered with the Company.
6. Attendance slips are in accordance to the Secretarial Standard – 2. (Annexure III)
7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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](mailto:secretarialteam@embassyindia.com)
9. The route map showing directions to reach the venue of EGM is annexed (Annexure I)

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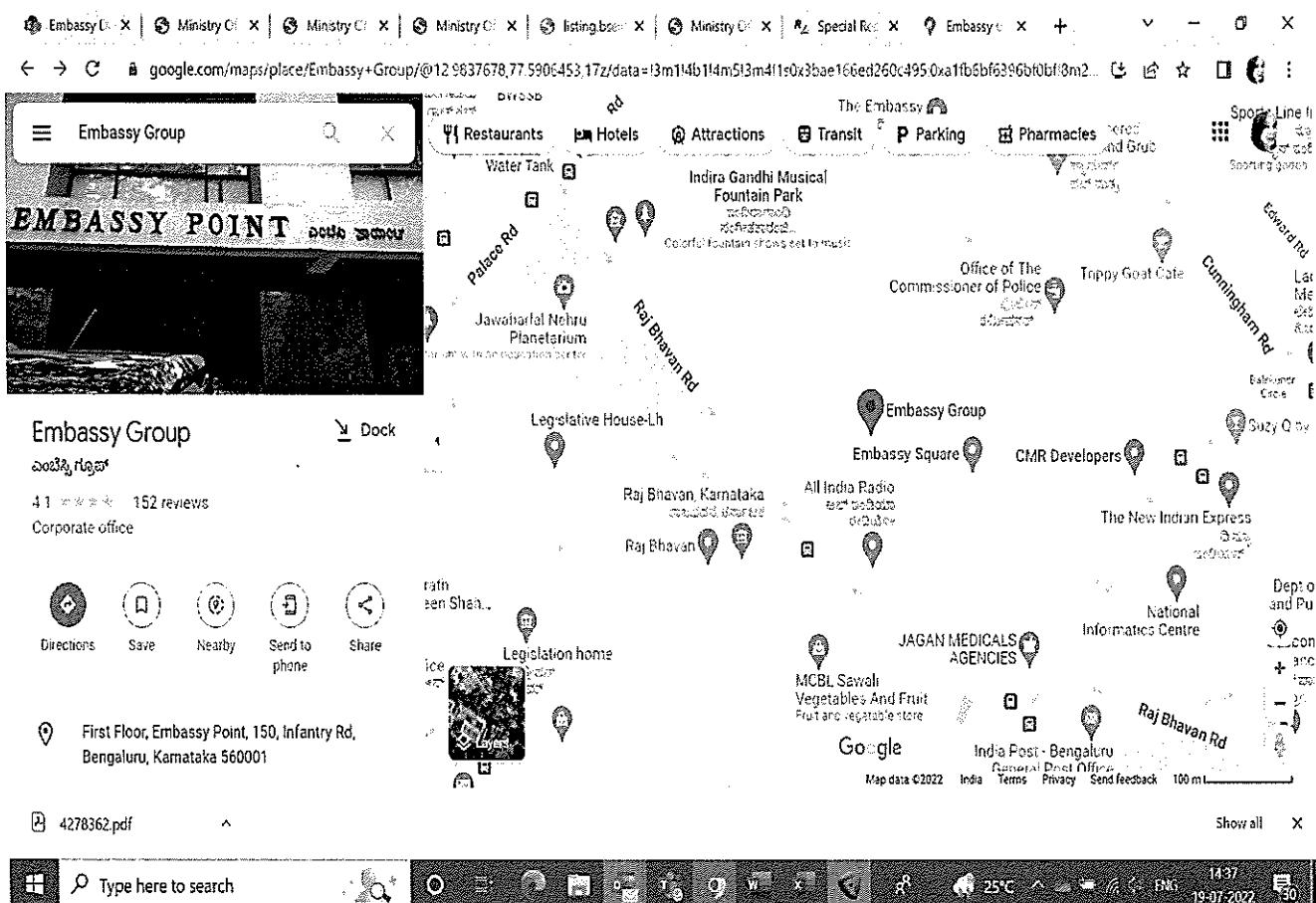
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## Annexure I to the Notice

### ROUTE MAP FOR THE VENUE OF THE EXTRAORDINARY GENERAL MEETING

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



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## Annexure II to the Notice

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 : U70102KA2006PTC038910

Name of the Company : Embassy Services Private Limited

Registered Office : 1<sup>st</sup> Floor, Embassy Point, 150 Infantry Road, Bangalore 560001

Name of the Member(s):

Registered Address :

E-mail 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, the 12th day of June 2024 at 11:00 A.M. at 1<sup>st</sup> Floor, Embassy Point, 150 Infantry Road, Bangalore - 560001, and at any adjournment thereof in respect of such resolutions as are indicated below:

### Resolutions:

1. Approval for giving Loan and Guarantee or providing Security in connection with Loan availed by any specified person under Section 185 of the Companies Act, 2013
2. Approval to make Loan and Investment exceeding the ceiling prescribed under Section 186 of the Companies Act, 2013

Signed this ..... day of ..... 2024

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.

Affix  
Revenue  
Stamp

**Annexure III to the Notice**

**ATTENDENCE SLIP**

**Embassy Services Private Limited**

Registered Office: 1<sup>st</sup> Floor, Embassy Point, 150 Infantry Road, Bangalore - 560001

Please complete this Attendance Slip and hand it over at the entrance of the place of the meeting

Folio No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Shareholder/Proxy \_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_

No. of shares held \_\_\_\_\_

I hereby record my presence at the Extra Ordinary General Meeting of the company held on Wednesday, the 12th day of June 2024 at 11:00 A.M. at 1<sup>st</sup> Floor, Embassy Point, 150 Infantry Road, Bangalore – 560001.

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## EXPLANATORY STATEMENT

### (PURSUANT TO SECTION 102(1) 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, business advance, advance for securing supplies of services/goods on a future date 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, in order 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, 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, 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.

The management is of the view that the Company may be required to invest funds in joint ventures, strategic alliance and other entities in the normal course of its business, make business advances or otherwise, give guarantee or provide any security in connection with any loans/debentures/bonds etc. raised by its associate or wholly owned subsidiary or to any other body corporate(s) in which the Directors of the Company may be interested, as and when required.

Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/debentures/bonds etc. raised by its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested up to an amount not exceeding INR 2,000 Crores (Indian Rupees Two Thousand Crores).

The Board of Directors recommends resolution for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any.

#### Item No. 2:

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;

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(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186 (3) of the ‘Act’, where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186 (2) of the ‘Act’, prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11 (1) of the Companies (Meeting of Board and its Powers) Rules (‘Rules’), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186 (3) of the ‘Act’ shall not apply, however it will be included for the purpose of overall limit. In line with the long-term objectives of the Company and for expanding its business further, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186 (2) of the ‘Act’.

And accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to an amount not exceeding INR 2,000 Crores (Indian Rupees Two Thousand Crores only) over and above the limits specified in Section 186 (2) of the ‘Act’ at any point of time.

The resolution is accordingly recommended for approval of the Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice, except to the extent of their shareholding, if any.

For Embassy Services Private Limited



Aditya Virwani

Director

DIN: 06480521

Date: 20.05.2024

Place: Bengaluru