

EMBASSY PROPERTY SERVICES PRIVATE LIMITED
(Formerly known as Assetz 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 Property Services Private Limited (“the Company”) will be held on Thursday 31st March 2022 at 04:30 P.M. at the registered office at 1st Floor, Embassy Point, 150 Infantry Road, Bangalore - 560001 to transact the following special business:

Item-1 Amendment of Clause 3A- Main Objects of the Company to be pursued by the Company on its incorporation:

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), approval of members of the Company, be and is hereby accorded to substitute the existing Clause 3A i.e., Main Objects Clause of the Memorandum of Association of the Company with the following.”

3rd Objects for which the Company is Established are:

A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. *To undertake the business of real estate advisory, brokerage, dealing in sale, marketing and commercial assessment of property of any kind, provide real estate consultancy and advisory services on project management, construction management, design management and such ancillary services in connection with advisory and consulting services.*
2. *To carry on and engage in, directly or through agents and brokers, the business of providing corporate advisory services in the field of identifying and resolving, corporate locational and space problems, providing expertise in the area of commercial transactions involving corporate space, and providing advice on the interactions and negotiations necessary with people in the corporate space and space management industry and engage in providing advisory services in relation to the acquisition and disposal of corporate space and the management of problems arising therefrom.*
3. *To purchase or acquire lands, houses, offices, workshops, buildings. and premises for purpose of trade and business and to develop any land or estates acquired by the Company or in which the Company is interested and in particular and without prejudice to the generality of these presents by laying of building sites and/or preparing the same for building purpose and/or by levelling, metalling, watering, irrigating, tilling, cultivating, paving, draining, sewerage, lighting, leasing, letting on building, leases or disposing off any land or estate and/or by building, altering, demolishing, fitting, repairing and improving any building or structures and to*

EMBASSY PROPERTY SERVICES PRIVATE LIMITED
(Formerly known as Assetz Property Services Private Limited)

CIN: U70102KA2006PTC038910

Regd. Office: 1st Floor, Embassy Point, 150 Infantry Road, Bangalore – 560 00 1

Tel. No: 080 49030000 Fax No: 080 49030046 Email: secretarialteam@embassyindia.com

turn into account, consolidate, connect, divide, sub-divide or partition any estate and/or properties.

4. *To act as agents, contractors, sub-contractors, representatives or consultants or otherwise and do the business of running business centres, travel agency, agency for attending matters pertaining to paying off gas bills and gas connections, electricity bills, power connection and power bills, newspaper bills and cable TV bills, corporation tax, water connections and water bills, health cess and such other statutory and other dues on behalf of others, security services, gardening services, creche and babysitting services and such other services as are required by buildings, apartments, flats, bungalows, factories, hotels, offices, commercial complexes, showrooms and such other establishments and their owners, tenants and occupants.*
5. *To engage in the business of cleaning, painting, upkeep and maintenance of buildings and connected fittings by repair and maintenance, washing and other process and to manufacture, purchase, sell, lease or otherwise deal in machinery and other equipments therefor.*
6. *To provide and take up and arrange for representation, lesioning and various kinds of commercial services and facilities for and on behalf of individuals, trusts, firms, corporates, departments, divisions, commercial agencies, boards, authorities or other entities private, public, government etc.*
7. *To provide, run, connect, manage, arrange or to do any services by any method and to do all kinds of services for trade, industry, business, commerce, public and government.”*

“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to sign and file all the requisite forms including Form MGT-14 along with such other documents as may be required with the Registrar of Companies and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution.”

Item-2 Approval for investments, loans, Guarantees and security in excess of limits specified 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 Resolutions**:

“RESOLVED THAT, in supersession of the resolution passed earlier and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent 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

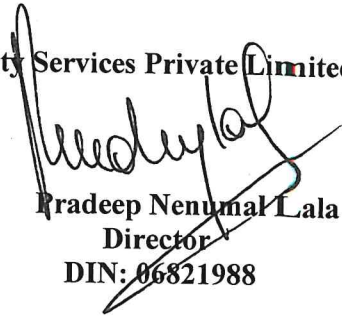
EMBASSY PROPERTY SERVICES PRIVATE LIMITED
(Formerly known as Assetz Property Services Private Limited)
CIN: U70102KA2006PTC038910

Regd. Office: 1st Floor, Embassy Point, 150 Infantry Road, Bangalore – 560 001
Tel. No: 080 49030000 Fax No: 080 49030046 Email: secretarialteam@embassyindia.com

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 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 Rs. 2,500 Crores 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 are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

For Embassy Property Services Private Limited



Pradeep Nenumal Lala
Director
DIN: 06821988

Date: 31.03.2022
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. **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.

EMBASSY PROPERTY SERVICES PRIVATE LIMITED
(Formerly known as Assetz 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

The screenshot displays a Google Maps interface on a web browser. The browser's address bar shows the URL: `google.com/maps/place/Embassy+Group/@12.9837678,77.5906453,17z/data=!3m1!1e3m4!1s0x3bae166ed260c4950xa1f06bf6396bf0bf18m2...`. The search bar contains "Embassy Group".

Embassy Group
ಎಂಬೆಸಿ ಗ್ರೂಪ್
4.1 ★★★★★ 152 reviews
Corporate office

Directions Save Nearby Send to phone Share

First Floor, Embassy Point, 150, Infantry Rd, Bengaluru, Karnataka 560001

4278362.pdf

The map shows the Embassy Group building in red. Other nearby locations include the Jawaharalal Nehru Planetarium, Raj Bhavan, and the Legislative House of Karnataka. The map is centered on the Embassy Group building, with a street view inset showing the building's exterior.

Windows taskbar at the bottom shows the search bar "Type here to search", system tray with temperature (25°C), time (14:37), and date (19-07-2022).

EMBASSY PROPERTY SERVICES PRIVATE LIMITED
(Formerly known as Assetz 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

EXPLANATORY STATEMENT

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

Item No.1:

By virtue of order from Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT") dated March 29, 2022, the Demerged Undertaking (*as defined in the Scheme of Arrangement*) of Embassy Services Private Limited was acquired by the Company. Due to this, it requires an amendment to the main objects of the Company to incorporate the objects of the Embassy Services Private Limited and seamlessly carry on the operations of Embassy Services Private Limited.

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

The proposed new draft of MoA will be available for inspection at the registered office of the Company during working hours, i.e. 9.30 a.m. to 6.00 p.m. excluding Saturdays till the conclusion of the General meeting and will also be made available during the meeting.

Item No.2:

Pursuant to the provisions of Section 186 of the Act a company may (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 not exceeding a sum of Rs. 2,500 Crores (Rupees Two Thousand and Five Hundred 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, subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement.

Directors of the Company are interested party in relation to this transaction.

Due to operational expansion of the Company there is a need to increase the limit of advancing any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by subsidiary company(ies)/body corporate(s) in whom any of the Director of the Company is interested

In view of the above, the Board at its meeting held on 31st March 2022 decided to seek approval of the shareholders pursuant to the provisions of Section 186 of the Act to increase the limit upto Rs. 2500 crore or in other currency for an equivalent amount.

In view of this, the Board of Directors recommends resolution as set out in item no. 2 for approval of the members of the Company by way of a Special Resolution.

EMBASSY PROPERTY SERVICES PRIVATE LIMITED
(Formerly known as Assetz 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: secretariatteam@embassyindia.com

For Embassy Property Services Private Limited



Pradeep Nenumal Lala
Director
DIN: 06821988

Date: 31.03.2022
Place: Bengaluru