

**SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING NO. 01/2024-25 OF THE MEMBERS OF EMBASSY ONE DEVELOPERS PRIVATE LIMITED (“COMPANY”) WILL BE HELD ON MONDAY 2<sup>ND</sup> DECEMBER 2024 AT 5.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 1<sup>ST</sup> FLOOR, NO.150 EMBASSY POINT, INFANTRY ROAD BANGALORE 560001 TO TRANSACT FOLLOWING BUSINESS:**

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**SPECIAL BUSINESS:**

**Item 1: Alteration of the Articles of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority, consent of Members of the Company be and is hereby accorded to amend the existing Articles of Association (“AoA”) of the Company in the following manner:

- i. Substitution of the existing Article No. 4 under the heading of “Share capital” with the following:

The Authorised share capital of the company shall be as per clause V of the Memorandum of Association.

(I) Subject to the provisions of the Act and all other applicable provisions of law, the Company may issue shares, either Equity or any other kind with non voting rights and the resolutions authorising such issue shall prescribe the terms and conditions of the issue.

(II) The Company shall have power, subject to and in accordance with applicable provisions of the Act, to purchase any of its own fully paid/partly paid share whether or not they are redeemable and may make a payment out of capital in respect of such purchase.

- ii. Substitution of the existing Article No. 2.5 (a) of Chapter II under the heading of “Share capital” with the following:



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

The Authorised share capital of the company shall be as per clause V of the Memorandum of Association.

**“RESOLVED FURTHER THAT** the Board of Directors or Company Secretary, if any of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

**Item 2: Increase in Authorized Share Capital by amending Memorandum of Association**

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

**“RESOLVED THAT** pursuant to Section 61, 64 and all other applicable provisions of the Companies Act, 2013 and rules made there under and such other approvals as may be required, consent of Members of the Company be and is hereby accorded that the Authorised Share Capital of the Company be and is hereby increased from INR 150,00,00,000 (Indian Rupees One Hundred and Fifty crore) to INR 300,00,00,000 (Indian Rupees Three Hundred Crore) divided into 290,00,00,00 Equity Shares of INR 10/- each and 1,00,00,000 Redeemable Preference Shares of INR 10/- each.

**RESOLVED THAT** the new Equity Shares shall rank *pari passu* with the existing shares.

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby replaced with the following Clause:

The authorised share capital of the Company is INR 300,00,00,000 (Indian Rupees Three hundred crores) divided into 290,00,00,00 Equity Shares of INR 10/- (Indian Rupees Ten) each, and 1,00,00,000 Redeemable Preference Shares of INR 10/- (Indian Rupees Ten) each.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary, if any of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

**Item 3: Reclassification of Authorised Share Capital**

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

**“RESOLVED THAT** pursuant to Section 61, 64 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder and such other approvals as may be required, consent of the members be and is hereby accorded that the existing Authorised Share Capital of the Company of INR 300,00,00,000 (Indian Rupees Three hundred crores) divided into INR 300,00,00,000 (Indian Rupees Three Hundred Crore) divided into 290,00,00,00 Equity Shares of INR 10/- each and 1,00,00,000 Redeemable Preference Shares of INR 10/- each be and is hereby reclassified to INR 300,00,00,000 (Indian Rupees Three hundred crores) comprising

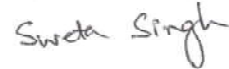
18,66,48,886 Class A Equity Shares of INR 10/- (Indian Rupees Ten) each, 10,33,51,114 Class C Equity Shares of INR 10/- (Indian Rupees Ten) each and 1,00,00,000 Redeemable Preference Shares of INR 10/- (Indian Rupees Ten) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby amended by substituting the existing Clause V thereof by the following new Clause V as under:

The Authorised Share Capital of the Company is INR 300,00,00,000 (Indian Rupees Three hundred crores) comprising 18,66,48,886 Class A Equity Shares of INR 10/- (Indian Rupees Ten) each, 10,33,51,114 Class C Equity Shares of INR 10/- (Indian Rupees Ten) each and 1,00,00,000 Redeemable Preference Shares of INR 10/- (Indian Rupees Ten) each.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary, if any of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

**By order of the Board of Directors  
Embassy One Developers Private Limited**



**Sweta Singh  
Company Secretary  
A-61963**

**Date: 02-12-2024  
Place: Bengaluru**

**NOTES:**

1. A member entitled to attend and vote at the meeting is NOT entitled to appoint a proxy to attend and vote instead of himself as the meeting will be held as per the framework prescribed by the Ministry of Corporate Affairs vide General Circular 14/2020 dated 8 April 2020 read with other applicable circulars, which provided relaxation to the physical attendance of members in case of an Extra-ordinary General Meeting
2. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 9/2023 dated 25 September 2023 read with other Circulars dated 28 December 2022, 5 May 2022, 5 May 2020, 13 April 2020, 8 April 2020 and (collectively referred to as “MCA Circulars”) permitted the holding of the general meetings through video conferencing or other audio visual means, without the physical presence of the Members at a common venue. The link for participating in the Meeting through Zoom has been provided..
3. 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



4. 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.
5. Since the EGM is being held through Video Conferencing, Route Map is not annexed to this notice.
6. Explanatory Statement pursuant to the provisions of Section 102 of Companies Act, 2013 is annexed hereto.
7. 'The facility for joining the Meeting shall be open from 15 minutes before the time scheduled to start the meeting and shall not be closed until expiry of 15 minutes after such scheduled time. In case of any assistance required for attending the Meeting through the aforesaid mode, the Member may contact [secretarialteam@embassyindia.com](mailto:secretarialteam@embassyindia.com) for any query before or during the Meeting.



**Explanatory Statement pursuant to the provisions of Section 102 of Companies Act, 2013.**

**SPECIAL BUSINESS**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), sets out all material facts relating to the business mentioned of the accompanying Notice:

**Item 1: Alteration of the Articles of Association of the Company**

The Board of Directors of the Company at its meeting held on 02/12/2024 recommended that the existing Article of Association be altered with the text as set out in the resolution. Consent of the Members by way of Special Resolution is required for such alteration of Articles of Association in terms of the provisions of Section 14 of the Act.

Draft copy of altered Articles of Association is annexed as *Annexure- I* and can be inspected by the members before the meeting at 5.30 p.m. at the registered office of the company.

The Board of Directors of your Company recommend this resolution for member’s approval as Special Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company and /or their relatives is deemed to be concerned or interested in the Resolution of the accompanying Notice.

**Item 2: Increase in Authorized Share Capital by amending Memorandum of Association**

The Authorised Share Capital of your Company as on date is INR 150,00,00,000 (Indian Rupees One Hundred and Fifty crore) consisting of 14,00,00,000 Equity Shares of Rs. 10/- each and 1,00,00,000 Redeemable Preference Shares of Rs.10/- each. Further, the Paid-up Equity Share Capital of your Company is 132,727,280 Class A Equity Shares of Rs. 10 each, totaling to Rs. 132,72,72,800. It is proposed to increase the Authorised Share Capital of your Company from INR 150,00,00,000 (Indian Rupees One Hundred and Fifty crore) to INR 300,00,00,000 (Indian Rupees Three Hundred Crore) and for that purpose, the Memorandum of Association of your Company is proposed to be suitably amended by increasing the Authorised Share Capital as set out in the resolution. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for amending the Capital clause of the Memorandum of Association of the Company.

Draft copy of altered Memorandum of Association is annexed as *Annexure- II* and can be inspected by the members before the meeting at 5.30 p.m. at the registered office of the company.

The Board of Directors of your Company recommend this resolution for member’s approval as Ordinary Resolution.



None of the Directors or Key Managerial Personnel (KMP) of the Company and /or their relatives is deemed to be concerned or interested in the Resolution of the accompanying Notice.

**Item 3: Reclassification of Authorised Share Capital**

The Company, in order to convert its compulsory convertible debentures into Class A and Class C Equity Shares, is required to issue additional securities. It is therefore deemed appropriate to re-classify the Authorised Share Capital of the Company, and for that purpose, the Memorandum of Association of the Company is proposed to be suitably amended as set out in this resolution. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for re-classification of the Authorised Share Capital and for the alteration of capital clause of the Memorandum of Association of the Company.

Draft copy of altered Memorandum of Association is annexed as *Annexure- III* and can be inspected by the members before the meeting at 5.30 p.m. at the registered office of the company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution.

The Board recommends the Ordinary resolution for approval.

**By order of the Board of Directors  
Embassy One Developers Private Limited**

A handwritten signature in black ink that reads "Sweta Singh".

**Sweta Singh  
Company Secretary  
A-61963**

**Date: 02-12-2024**

**Place: Bengaluru**