



**SHORTER NOTICE OF THE THIRTY-FIRST ANNUAL GENERAL MEETING**

**SHORTER NOTICE** is hereby given that the **Thirty-First Annual General Meeting** of the Members of Vikas Telecom Private Limited ("**Company**") will be held on Friday, July 07, 2023 at 1600 Hrs IST at Symphony, WeWork Unit No. 102, Embassy One, Pinnacle, Ground Floor, No. 8, Bellary Road, Dena Bank Colony, Ganganagar, Bengaluru – 560032, Karnataka, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, and note the Report of the Auditors and the Report of the Board of Directors thereon.

**SPECIAL BUSINESS:**

2. **To approve the appointment of Mr. Jitendra Mohandas Virwani (DIN: 00027674), as a Nominee Director of the Company.**

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

**"RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s), amendment(s) thereof or re-enactment(s) thereto, for the time being in force) (the "**Act**"), applicable provisions of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and other applicable laws and also in terms of the Articles of Association of the Company, Mr. Jitendra Mohandas Virwani (DIN: 00027674), who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Nominee Director.

**RESOLVED FURTHER THAT** each of the Directors of the Company or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to give effect to the above resolution(s)."

3. **To approve the appointment of Mr. Donnie Dominic George (DIN: 09762419), as a Nominee Director of the Company.**

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

**"RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s), amendment(s) thereof or re-enactment(s) thereto, for the time being in force) (the "**Act**"), applicable provisions of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and other applicable laws and also in terms of the Articles of Association of the Company, Mr. Donnie Dominic George (DIN: 09762419), who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Nominee Director.

**RESOLVED FURTHER THAT** each of the Directors of the Company or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to give effect to the above resolution(s)."



4. **To approve the appointment of Mr. Aravind Maiya (DIN: 08481898), as a Nominee Director of the Company.**

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

**“RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s), amendment(s) thereof or re-enactment(s) thereto, for the time being in force) (the "Act"), applicable provisions of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 and other applicable laws and also in terms of the Articles of Association of the Company, Mr. Aravind Maiya (DIN: 08481898), who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Nominee Director.

**RESOLVED FURTHER THAT** each of the Directors of the Company or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to give effect to the above resolution(s).”

5. **To ratify the remuneration of Cost Auditors of the Company for the Financial Year ending March 31, 2024.**

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

**“RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the explanatory statement annexed to the Notice, to be paid to M/s. GSR & Associates, Cost Accountants (Firm Reg. No. 000069), the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the Financial Year ending March 31, 2024, be and is hereby ratified.

**RESOLVED FURTHER THAT** each of the Directors of the Company or the Company Secretary, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.”

By order of the Board of Directors  
For and on behalf of **Vikas Telecom Private Limited**

Sd/-

**Gautham Nambiar**  
Company Secretary & Compliance Officer  
F12376

**Place:** Bengaluru  
**Date:** July 05, 2023

Address: Royal Oaks, Embassy GolfLinks Business  
Park, Off Intermediate Ring Road,  
Bengaluru – 560071, Karnataka

**NOTES:**

1. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.
2. For the convenience of the Members and for the proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the attendance slip, which is annexed to the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
3. Members are requested to write their Client ID and Depository Participant ID on the attendance slip and bring their attendance slip to the venue of the Meeting.
4. All relevant documents referred to in the accompanying Notice shall be open for inspection, during normal business hours on any working day, at the Registered Office of the Company up to and including the date of the Meeting.
5. Members may address their queries/communications, if any, at least 48 hours before the time appointed for the meeting to facilitate the answering thereto at [secretarial@embassyofficeparks.com](mailto:secretarial@embassyofficeparks.com).
6. A route map and prominent landmark near the location of the Meeting venue is attached with this Notice.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act read with Rules made thereunder will be available for inspection by the Members at the Meeting.
8. Members are requested to note the following contact details for addressing queries/ grievances, if any:

**Mr. Gautham Nambiar**  
**Company Secretary & Compliance Officer**

Royal Oaks, Embassy GolfLinks Business Park, Off Intermediate Ring Road, Bengaluru – 560071, Karnataka, India  
T: +91 80 4722 2222  
Email id: [secretarial@embassyofficeparks.com](mailto:secretarial@embassyofficeparks.com).

9. The Members desiring to inspect the relevant documents referred to in the accompanying notice are required to send request on the Company’s email Id: [secretarial@embassyofficeparks.com](mailto:secretarial@embassyofficeparks.com). An extract of such documents would be sent to the Members on their registered email address, upon request.



## EXPLANATORY STATEMENT

### PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### **Item No. 2:**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the special business mentioned under Item No. 2 of the accompanying Notice:

The Company is a Special Purpose Vehicle of Embassy Office Parks REIT. In accordance with Regulation 18(3) (b) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, Embassy Office Parks Management Services Private Limited, the Manager to Embassy Office Parks REIT, had nominated Mr. Jitendra Mohandas Virwani (DIN: 00027674) as a Director on the Board of Directors of the Company.

Accordingly, as per the provisions of Section 161(1) of the Act, the Board of Directors of the Company had appointed Mr. Jitendra Mohandas Virwani (DIN: 00027674) as an Additional Director on the Board of Directors of the Company to hold office w.e.f. August 30, 2022, and up to the conclusion of this Annual General Meeting and who shall be eligible for appointment as a Nominee Director, subject to the approval of Members.

The Company has received the following documents from Mr. Jitendra Mohandas Virwani:

- (i) Consent in writing to act as a Director in Form DIR – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; and
- (ii) Intimation in Form DIR – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act.

Relevant documents referred in respect of the said item are available for inspection without any fee by the Members at the venue of the meeting during normal business hours on any working day up to and till the conclusion of this Annual General Meeting.

Additional information in respect of Mr. Jitendra Mohandas Virwani pursuant to the Secretarial Standard – 2 on General Meetings, is appearing in **Annexure I** to this Statement.

No Director of the Company and/or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set forth in Item No.2 of this Notice for approval of Members as an Ordinary Resolution.

#### **Item No. 3:**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special business mentioned under Item No. 3 of the accompanying Notice:

The Company is a Special Purpose Vehicle of Embassy Office Parks REIT. In accordance with Regulation 18(3) (b) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, Embassy Office Parks Management Services Private Limited, the Manager to Embassy Office Parks REIT, had nominated Mr. Donnie Dominic George (DIN: 09762419) as a Director on the Board of Directors of the Company.

Accordingly, as per the provisions of Section 161(1) of the Act, the Board of Directors of the Company had appointed Mr. Donnie Dominic George (DIN: 09762419) as an Additional Director on the Board of Directors of the Company to



hold office w.e.f. October 11, 2022, and up to the conclusion of this Annual General Meeting and who shall be eligible for appointment as a Nominee Director, subject to the approval of Members.

The Company has received the following documents from Mr. Donnie Dominic George:

- (i) Consent in writing to act as a Director in Form DIR – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; and
- (ii) Intimation in Form DIR – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act.

Relevant documents referred to in respect of the said item are available for inspection without any fee by the Members at the venue of the meeting during normal business hours on any working day up to and till the conclusion of this Annual General Meeting.

Additional information in respect of Mr. Donnie Dominic George, pursuant to the Secretarial Standard – 2 on General Meetings, is appearing in **Annexure I** to this Statement.

No Director of the Company and/or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set forth in Item No.3 of this Notice for approval of Members as an Ordinary Resolution.

**Item No. 4:**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special business mentioned under Item No. 4 of the accompanying Notice:

The Company is a Special Purpose Vehicle of Embassy Office Parks REIT. In accordance with Regulation 18(3) (b) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, Embassy Office Parks Management Services Private Limited, the Manager to Embassy Office Parks REIT, had nominated Mr. Aravind Maiya (DIN: 08481898) as a Director on the Board of Directors of the Company.

Accordingly, as per the provisions of Section 161(1) of the Act, the Board of Directors of the Company had appointed Mr. Aravind Maiya (DIN: 08481898) as an Additional Director on the Board of Directors of the Company to hold office w.e.f. April 28, 2023, and up to the conclusion of this Annual General Meeting and who shall be eligible for appointment as a Nominee Director, subject to the approval of Members.

The Company has received the following documents from Mr. Aravind Maiya:

- (i) Consent in writing to act as a Director in Form DIR – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; and
- (ii) Intimation in Form DIR – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Relevant documents referred to in respect of the said item are available for inspection without any fee by the Members at the venue of the meeting during normal business hours on any working day up to and till the conclusion of this Annual General Meeting.

Additional information in respect of Mr. Aravind Maiya, pursuant to the Secretarial Standard – 2 on General Meetings, is appearing in **Annexure I** to this Statement.



No Director of the Company and/or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set forth in Item No.4 of this Notice for approval of Members as an Ordinary Resolution.

**Item No. 5:**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under Item No. 5 of the accompanying Notice:

**To ratify the remuneration of Cost Auditors for the Financial Year ending March 31, 2024**

The Board of Directors in their meeting held on April 25, 2023, had appointed M/s GSR & Associates, Cost Accountants (Firm Reg. No. 000069), having their office at 80/1, 3rd Block, Jayalakshmipuram, Mysuru – 570012, as “Cost Auditors” of the Company to conduct the audit of cost records of the Company for the Financial Year ending March 31, 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration payable to the Cost Auditors shall be ratified by the Members of the Company. Accordingly, approval of the Members is requested by passing an Ordinary Resolution as set out at Item No. 5 of this Notice to ratify the remuneration payable to Cost Auditors, for the audit of cost records of the Company, for the Financial Year ending March 31, 2024, at a remuneration of ₹100,000/- only (Indian Rupees One Hundred Thousand only) (excluding GST and out of pocket expenses at actuals).

Relevant documents referred to in respect of the said item are available for inspection without any fee by the Members at the venue of the meeting during normal business hours on any working day up to and till the conclusion of this Annual General Meeting.

No Director of the Company and/or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set forth in Item No.5 of this Notice for approval of Members as an Ordinary Resolution.

By order of the Board of Directors  
For and on behalf of **Vikas Telecom Private Limited**

Sd/-

**Gautham Nambiar**  
Company Secretary & Compliance Officer  
F12376

**Place:** Bengaluru  
**Date:** July 05, 2023

Address: Royal Oaks, Embassy GolfLinks Business  
Park, Off Intermediate Ring Road,  
Bengaluru – 560071, Karnataka

**DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE THIRTY-FIRST ANNUAL GENERAL MEETING**

*(Pursuant to Secretarial Standard- 2 issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government)*

Name of Director & DIN	Mr. Jitendra Mohandas Virwani (DIN: 00027674)	Mr. Donnie Dominic George (DIN: 09762419)	Mr. Aravind Maiya (DIN: 08481898)
Date of Birth	February 18, 1966	March 20, 1987	October 04, 1980
Age	57 Years	36 years	42 Years
Date of first appointment of the Board	August 30, 2022	October 11, 2022	April 28, 2023
Qualification	Fellow – the Royal Institution of Chartered Surveyors	Bachelor’s in law	Chartered Accountant
Experience	25 years	13 Years	22 Years
Directorships held in other companies	<ul style="list-style-type: none"> <li>i. Unitech Limited</li> <li>ii. Golflinks Software Park Private Limited</li> <li>iii. Wildflower Estate and Resorts Private Limited</li> <li>iv. JV Holding Private Limited</li> <li>v. Pune-Dynasty Projects Private Limited</li> <li>vi. Trafalgar Estate &amp; Properties Private Limited</li> <li>vii. Summit Developments Private Limited</li> <li>viii. Embassy Knowledge Infrastructure Projects Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>i. Quadron Business Parks Private Limited</li> <li>ii. Indian Express Newspapers (Mumbai) Private Limited</li> <li>iii. Umbel Properties Private Limited</li> <li>iv. Embassy Pune TechZone Private Limited</li> <li>v. Embassy-Energy Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>i. Manyata Promoters Private Limited</li> <li>ii. Golflinks Software Park Private Limited</li> </ul>

	<p>ix. Golf Link- Embassy Business Park Management Services Private Limited</p> <p>x. Embassy Shelters Private Limited</p> <p>xi. Embassy Services Private Limited</p> <p>xii. Embassy Property Developments Private Limited</p> <p>xiii. Embassy Office Parks Management Services Private Limited</p> <p>xiv. Manyata Promoters Private Limited</p>		
No. of shares held in Company	NIL	NIL	NIL
Relationships between Directors, Manager and other key managerial personnel inter-se	NIL	NIL	NIL
Number of meetings of the Board attended during the year	6 of 13*	5 of 13 <sup>#</sup>	NIL <sup>@</sup>
Membership/Chairmanship of Committees of the Boards of other Company	<p>(i) Member of Stakeholders' Relationship Committee of Unitech Limited</p> <p>(ii) Member of Audit Committee of Embassy Office Parks Management Services Private Limited</p>	<p>(i) Member of CSR Committee of Embassy Pune Techzone Private Limited</p> <p>(ii) Member of CSR Committee of Indian Express Newspapers (Mumbai) Private Limited</p> <p>(iii) Member of CSR Committee of</p>	<p>(i) Member of CSR Committee of Manyata Promoters Private Limited</p>



	<p>(iii) Member of Nomination and Remuneration Committee of Embassy Office Parks Management Services Private Limited</p> <p>(iv) Member of Risk Management Committee of Embassy Office Parks Management Services Private Limited</p> <p>(v) Member of Investment Committee of Embassy Office Parks Management Services Private Limited</p> <p>(vi) Member of Securities Committee of Embassy Office Parks Management Services Private Limited</p>	Embassy-Energy Private Limited	
Terms and Conditions of appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	<p>Nominated by Embassy Office Parks Management Services Private Limited, Manager to Embassy Office Parks REIT and shall hold office unless revoked by the Manager.</p> <p>Remuneration: Nil</p>	<p>Nominated by Embassy Office Parks Management Services Private Limited, Manager to Embassy Office Parks REIT and shall hold office unless revoked by the Manager.</p> <p>Remuneration: Nil</p>	<p>Nominated by Embassy Office Parks Management Services Private Limited, Manager to Embassy Office Parks REIT and shall hold office unless revoked by the Manager.</p> <p>Remuneration: Nil</p>
Justification for choosing the appointees for appointment as Independent Directors	NA	NA	NA



*\*Since the appointment of Mr. Jitendra Virwani, there were 06 (Six) Meetings of the Board.*

*# Since the appointment of Mr. Donnie Dominic George, there were 05 (Five) Meetings of the Board.*

*@ Mr. Aravind Maiya was appointed as an Additional Director after the conclusion of the Financial Year 2022-23.*



### ATTENDANCE SLIP

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

I/we hereby record my/our presence at the Thirty-first Annual General Meeting of the Company, held on July 07, 2023 at 1600 Hrs IST at Symphony, WeWork Unit No. 102, Embassy One, Pinnacle, Ground Floor, No. 8, Bellary Road, Dena Bank Colony, Ganganagar, Bengaluru – 560032, Karnataka.

Folio No. \_\_\_\_\_

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

Name of the Shareholder \_\_\_\_\_

Address \_\_\_\_\_

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

**Signature of the Shareholder(s)**

**ROUTE MAP OF THE VENUE OF THE THIRTY-FIRST ANNUAL GENERAL MEETING**

**OF**

**VIKAS TELECOM PRIVATE LIMITED**

**Venue:** Symphony, WeWork Unit No. 102, Embassy One, Pinnacle, Ground Floor, No. 8, Bellary Road, Dena Bank Colony, Ganganagar, Bengaluru – 560032, Karnataka.

**Landmark:** Next to HMT Bhavan

