

**SHORTER NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT 01/2023-24 EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF VIKAS TELECOM PRIVATE LIMITED (“COMPANY”) WILL BE HELD ON SATURDAY, SEPTEMBER 30, 2023, ON SHORTER NOTICE AT 0900 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:**

**SPECIAL BUSINESS:**

**1. To approve amendments to the Articles of Association of the Company:**

To consider and, if thought fit, pass, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 and any other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issuance and Listing of Non-Convertible Securities) Regulations, 2021 read with applicable rules, regulations, circulars, and notifications issued thereunder, each as amended from time to time, consent of the Members of the Company be and is hereby accorded to amend the existing Articles of Association of the Company by inserting the following clauses which reads as under:

(i) Insertion of clause 1(e):

*“Debenture Trustee” shall mean a trustee appointed in respect of any issue of debentures by the Company.*

(ii) Insertion of clause 79A:

*Subject to the terms and conditions agreed between the Company and the debenture trustee(s), whenever the debenture trustee(s) nominate a person to be appointed as a director on the Board of the Company in exercise of its duties under the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, each as amended from time to time (together, the “SEBI Regulations”), and upon receipt of nomination from a debenture trustee for such appointment, the Board shall appoint such person as a nominee Director of the debenture trustee in accordance with the SEBI Regulations and any other applicable law. The Director so appointed shall not be liable to retire by rotation and shall not be required to hold any qualification shares. The Director so appointed shall hold office so long as the default under the relevant provisions of the SEBI Regulations subsists and shall vacate such office immediately upon the default being cured by the Company. Any vacancy in the office of such Director during the term shall be filled in by the debenture trustee(s) by nominating another person. The appointment, including the terms, conditions, and duties, of such Director shall be subject to the provisions of the SEBI Regulations and other applicable law.*

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of Company, be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient to give effect to the above resolution including but not limited to (i) carrying out the amendment in the existing Articles of Association and causing the issuance of amended copy of Articles of Association of the Company whenever required, (ii) executing and filing



necessary e-form with the concerned Registrar of Companies, and (ii) executing and causing the issuance of a certified true copy of this resolution.”

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

**Gautham Nambiar**  
Company Secretary and Compliance Officer  
Membership No: F12376

Place: Bengaluru  
Date: September 27, 2023

**Notes:**

1. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of this Shorter Notice.
2. Corporate Members intending to send their authorized 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.
3. For the convenience of the Members and for 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.
4. 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.
5. All relevant documents referred to in this Shorter Notice and accompanying the Explanatory Statement shall be open for inspection by the Members at the Meeting and such documents will also be available for inspection in physical form at the Registered Office of the Company till the conclusion of this Meeting.
6. Members may address their queries/ communications, if any, at [secretarial@embassyofficeparks.com](mailto:secretarial@embassyofficeparks.com).
7. A route map and prominent landmark for easy location to the venue of the Meeting is attached to this Shorter Notice.
8. The Board recommends the passing of the resolution at Item No. 1 of this Notice as a Special Resolution pursuant to the provisions of Sections 5 and 14 or any other applicable provisions of the Companies Act, 2013.

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

**ITEM NO. 1**

**To approve the amendments to the Articles of Association of the Company:**

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.1 of the accompanying Notice:

The Board of Directors, at its Meeting held on September 27, 2023, and subject to the approval of Members of the Company, has approved the amendments to the Articles of Association of the Company by, *inter alia*, insertion of a clause pursuant to Regulation 23(6) read along with Regulation 2(1)(s) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, with respect to the requirement for the Board to appoint such person as may be nominated by the debenture trustee of the Company on the occurrence of the following events:

- A. two consecutive defaults in payment of interest to the debenture holders; or
- B. default in the creation of security for debentures; or
- C. default in the redemption of debentures.

Accordingly, it is proposed to approve the amendments to the Articles of Association of the Company.

A copy of the existing Articles of Association and the proposed amended Articles of Association of the Company will be made available for inspection without any fee by the Members at the Registered Office of the Company till the conclusion of this Extra Ordinary General Meeting.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, any amendment to the Articles of Association requires approval of the Members of the Company by way of a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out in Item No. 1.

The Board recommends the resolution set forth in Item No. 1 of this Notice for approval of the Members as a Special Resolution.



## 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 Extra-Ordinary General Meeting of the Company, to be held on Saturday, September 30, 2023, at Symphony, WeWork Unit No. 102, Embassy One, Pinnacle, Ground Floor, No. 8, Bellary Road, Dena Bank Colony, Ganganagar, Bengaluru – 560032, Karnataka at 0900 HRS IST.

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 EXTRAORDINARY 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

