

SHORTER NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 01/2024-25 EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF VIKAS TELECOM PRIVATE LIMITED (“COMPANY”) WILL BE HELD ON SHORTER NOTICE ON FRIDAY, MAY 24, 2024, AT 1400 HRS IST AT SYMPHONY, CONFERENCE ROOM, WEWORK UNIT NO. 102, EMBASSY ONE, PINNACLE TOWER NO.8, GROUND FLOOR, BELLARY ROAD, DENA BANK COLONY, GANGANAGAR, BENGALURU – 560032, KARNATAKA, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. TO GRANT APPROVAL UNDER SECTION 185 OF THE COMPANIES ACT, 2013 FOR PROVIDING GUARANTEE AND SECURITY WITH RESPECT TO A RUPEE TERM LOAN FACILITY BEING AVAILED BY QUADRON BUSINESS PARK PRIVATE LIMITED:

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, read with any applicable regulations, circulars and notifications, (including any statutory modification(s) or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as ‘**Act**’) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the **Vikas Telecom Private Limited** (the “**Company**”), and also subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), the consent of the Members be and is hereby accorded to furnish guarantee and/ or provide security over its assets in respect of Rupee Term Loan (“**RTL**”) facility not exceeding ₹7,000.00 million (Indian Rupees Seven Thousand Million only) (“**Facility**”) granted to **Quadron Business Park Private Limited**, a company duly incorporated and validly existing under the laws of India with Corporate Identification Number U70101PN2004PTC141178 and having its registered office at Plot No. 28, Rajiv Gandhi Info Tech Park Phase II, Hinjewadi, Pune, Maharashtra, India, 411057 (“**Borrower**”) by ICICI Bank Limited (“**the Bank**”).

RESOLVED FURTHER THAT the Board be and is hereby authorized to deal, negotiate and finalize the terms and conditions for providing security under the Facility, and take all such steps as may be necessary, desirable and expedient in this regard, including but not limited to signing and execution of all deeds, agreements, applications, documents and writings that may be required, for and on behalf of the Company, and the Board may suo moto decide in its absolute discretion in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters, things whatsoever, including settling any question, doubt or difficulty that may arise with regard thereto or in relation thereto as authorised herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the aforesaid powers to any officers or any other person on such conditions as the Board may deem fit, for the purpose of giving effect to this resolution.



RESOLVED FURTHER THAT the aforesaid resolutions shall come into effect immediately and a copy of the above resolution, certified to be true by any director of the Company or the Company Secretary be provided to the concerned authorities, or such other persons as may be required.”

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

Gautham Nambiar
Company Secretary and Compliance Officer
F12376

**Place: Bengaluru
Date: May 24, 2024**

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 as **Annexure A**. 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 venue of the Meeting in physical form till the conclusion of the Meeting.
6. Members may address their queries/ communications, if any, at secretarial@embassyofficeparks.com.
7. The Meeting is being called at a shorter notice subject to receipt of approval of both the Members. The format for providing the consent for holding the EGM at shorter notice is annexed herewith and marked as **Annexure-B**. The consent is required to be provided before the EGM and be either delivered at either the registered office of the Company or at the venue of the meeting or through mail at secretarial@embassyofficeparks.com
8. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2), a route map and prominent landmark for easy location to the venue of the Meeting is annexed to this Shorter Notice as **Annexure-C**.

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

ITEM NO. 1

TO GRANT APPROVAL UNDER SECTION 185 OF THE COMPANIES ACT, 2013 FOR PROVIDING GUARANTEE AND SECURITY WITH RESPECT TO A RUPEE TERM LOAN FACILITY BEING AVAILED BY QUADRON BUSINESS PARK PRIVATE LIMITED:

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 their meeting held on May 24, 2024, approved granting of guarantee and/ or provide security over its assets in respect of Rupee Term Loan (“**RTL**”) facility not exceeding ₹7,000.00 million (Indian Rupees Seven Thousand Million only) (“**Facility**”) being availed by **Quadron Business Park Private Limited** (the “**Borrower**”) from ICICI Bank Limited (“**Lender**”) on the terms contained in the related Transaction Documents.

Section 185 of the Companies Act, 2013, *inter alia* provides that a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that -

- (a) a special resolution is passed by the company in general meeting;
- (b) the loans are utilised by the borrowing company for its principal business activities.

Since the Company and Borrower have common directors, the Company can provide guarantee and/or security in relation to loan being availed by the Borrower, subject to approval of the Members of the Company by way of a Special Resolution.

Further, the loans shall be utilized by the Borrower for the purposes of repayment of the shareholder loan infused by the Promoter, and towards the payment of transaction expenses, if any, related to the Facility, which constitute the principal business activities of the Borrower.

A copy of the Facility Agreement and other Transaction Documents will be made available for inspection without any fee by the Members at the venue of the Meeting till the conclusion of this Extra Ordinary General Meeting.

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, except to the extent of their shareholding, if any.

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

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

Gautham Nambiar
Company Secretary and Compliance Officer
F12376



Annexure A

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 Friday, May 24, 2024, at Symphony, Conference Room, Wework Unit No. 102, Embassy One, Pinnacle Tower No.8, Ground Floor, Bellary Road, Dena Bank Colony, Ganganagar, Bengaluru – 560032, Karnataka at 1400 Hrs IST.

DP ID No. _____

Client ID No. _____

Name of the Shareholder _____

Address _____

No. of shares held _____

Signature of the Shareholder(s)



Annexure-B

Consent by Shareholder for shorter notice

[Pursuant to Section 101 of the Companies Act, 2013]

The Board of Directors

Vikas Telecom Private Limited

Royal Oaks, Embassy GolfLinks Business Park,
Off Intermediate Ring Road, Bangalore - 560 071, Karnataka, India

I/We, _____, Member of the Company holding _____ equity shares of the Company do and hereby give consent, pursuant to Section 101 of the Companies Act, 2013, to hold 01/2024-25 Extra Ordinary General meeting of the Company on Friday, May 24, 2024 at 1400 Hrs (IST) at Symphony, Conference Room, Wework Unit No. 102, Embassy One, Pinnacle Tower No.8, Ground Floor, Bellary Road, Dena Bank Colony, Ganganagar, Bengaluru – 560032, Karnataka, at a shorter notice.

For and on behalf of

Signatures

Annexure C

ROUTE MAP OF THE VENUE OF EXTRA-ORDINARY 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

