

SHORTER NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 02/2023-24 EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF VIKAS TELECOM PRIVATE LIMITED (“COMPANY”) WILL BE HELD ON THURSDAY, JANUARY 11, 2024, ON SHORTER NOTICE AT 1400 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. Approval under Section 185 of the Companies Act, 2013 for providing security in connection with a term loan from Canara bank:

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 create security over its assets and/or give certain undertakings, as per the terms contained in the various Financing Documents in connection with rupee term loan under the lease rental discounting facility in the aggregate not exceeding Rs. 450,00,00,000 (Rupees Four Hundred and Fifty Crore only) (“**Facility**”) availed by the Company and **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 1**”) (the Company and/or the Borrower 1 are hereinafter referred to as the “**Borrower(s)**”, as the context may require), on a co-borrowing structure from Canara Bank (“**Lender**”) on the terms contained in the Financing Documents for the purposes of, amongst others, meeting the Borrower 1’s general corporate purposes, other than speculative purposes in relation to the building, ‘Block 1A 7’, named ‘Carnation’, consisting of tower 1 and tower 2, each having 2 (two) basements, ground floor and 10 (ten) upper floors, together having an aggregate leasable area of 8,74,000 (eight lakh seventy four thousand) sq. ft., situated on the Project Land, in the name of the Company (“**Project**”).

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 and on behalf of Vikas Telecom Private Limited



Gautham Nambiar
Company Secretary and Compliance Officer
Membership No: F12376

Place: Bengaluru
Date: January 11, 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. 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.
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

Approval under Section 185 of the Companies Act, 2013 for providing security in connection with a term loan from Canara bank:

The Board of Directors at their meeting held on January 11, 2024, approved availing of financial assistance by Vikas Telecom Private Limited (the “**Company**”), along with Quadron Business Park Private Limited (the “**Borrower 1**”), as a co-borrower structure, by way of a rupee term loan under a lease rental discounting facility in the aggregate not exceeding Rs. 450,00,00,000/- (Rupees Four Hundred and Fifty Crores only) (the “**Facility**”) from Canara Bank (“**Lender**”) on the terms contained in the related Financing Documents for the purposes of, amongst others, meeting Borrower 1’s general corporate purposes, other than speculative purposes in relation to the building, ‘Block 1A 7’, named ‘Carnation’, consisting of tower 1 and tower 2, each having 2 (two) basements, ground floor and 10 (ten) upper floors, together having a leasable area of 8,74,000 (eight lakh seventy four thousand) sq. ft., situated on the Project Land, in the name of the Company (the “**Project**”), which constitute the principal business activities of the Company.

The Board at the said meeting approved availing of the Facility, terms, and conditions of and to the execution of, inter alia, the facility agreement and such other documents proposed to be executed by the Company in connection with the transaction contemplated under the Financing Documents.

One of the terms as per the Financing Documents is to create security interest/charge, over the assets of the Company and/or give certain undertakings, as per the terms contained therein in connection with the Facility. Since the Company and Borrower 1 have common directors, approval of the Members of the Company is required in accordance with the provisions of Section 185 of the Companies Act, 2013.

A copy of the Facility Agreement and other Financing Documents 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 185 of the Companies Act, 2013, providing of any security in connection with any loan taken by any private company of which any such director is a director or member, 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, 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.



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 Thursday, January 11, 2024, at Symphony, WeWork Unit No. 102, Embassy One, Pinnacle, Ground Floor, No. 8, Bellary Road, Dena Bank Colony, Ganganagar, Bengaluru – 560032, Karnataka at 1400 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

