



NOTICE

SHORTER NOTICE is hereby given that the 03rd Extra Ordinary General Meeting of the Members of Nam Estates Private Limited will be held on Monday February 13, 2023, at the Registered Office of the Company at 1st Floor, Embassy Point, 150 Infantry Road, Bangalore – 560001 at 05:30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. Authorization for amendment of the Debenture Trust Deed, Deed of Guarantee and accounts agreement entered into in connection with the Debentures.

WHEREAS,

- (A) The Company has issued and allotted redeemable, rated, listed, secured, non-convertible debentures of face value of INR 10,00,000 (Indian Rupees ten lakhs only) each in one of more series/ tranches (**Debentures**) for an aggregate principal amount of up to INR 1000,00,00,000 (Indian Rupees One Thousand crores) under a debenture trust deed dated 24 July 2021 executed between, amongst others, the Company and Catalyst Trusteeship Limited (**Debenture Trustee**), as amended and supplemented by amendment and supplemental deed dated 30 July 2021 (the **Debenture Trust Deed**), pursuant to resolution passed by the shareholders of the Company on 16 July 2021.
- (B) The Debentures were secured, amongst others, by way of corporate guarantees provided by group companies of the Company, namely (a) Embassy Property Developments Private Limited (**EPDPL**), (b) Udhyan Investments Private Limited, (c) Grove Ventures, and (d) Embassy Infra Developers Private Limited (collectively, the **Guarantors**) by deed of guarantee dated 25 July 2021 executed amongst the Guarantors and the Debenture Trustee (the **Deed of Guarantee**).
- (C) The Company had also entered into an accounts agreement dated 29 July 2021 executed between, amongst others, the Company, Housing Development and Finance Limited (in its capacity as the existing lender) (**HDFC**) and HDFC Bank Limited (in its capacity as the Account Bank) in relation to the operation of certain escrow accounts, including the accounts opened in the name of the Company (the **Accounts Agreement**).
- (D) The Company, the Guarantors and the Debenture Trustee have now agreed to amend certain provisions of the Debenture Trust Deed and the Accounts Agreement and extend the tenure of the guarantee from EPDPL by amending the terms of the Deed of Guarantee.
- (E) The amendments referred in (D) above are proposed to be carried out by execution of the following documents: (a) the supplemental and amendment debenture trust deed to the Debenture Trust Deed to be entered into between, amongst others the Company and the Debenture Trustee (**Supplemental Debenture Trust Deed**); (ii) supplemental deed of guarantee to the Deed of Guarantee to be entered into between the Guarantors and the



Debenture Trustee (**Supplemental Deed of Guarantee**); and (iii) supplemental accounts agreement to the Accounts Agreement to be entered into between, amongst others, the Company, HDFC, HDFC Bank Limited and the Debenture Trustee (**Supplemental Accounts Agreement**).

THE MEMBERS OF THE COMPANY (MEMBERS) HEREBY RESOLVES AS FOLLOWS:

“RESOLVED THAT, the approval of the Members be and is hereby accorded for amending the terms of the Debenture Trust Deed and the Accounts Agreement and extending the tenure of the guarantee provided by EPDPL by amending the terms of the Deed of Guarantee and giving effect to the terms of, and the transactions contemplated by the Supplemental Debenture Trust Deed, the Supplemental Deed of Guarantee and the Supplemental Accounts Agreement.”

“RESOLVED FURTHER THAT the board of directors of the Company (**Board**) be and is hereby authorised to finalise the terms of the Supplemental Debenture Trust Deed, the Supplemental Deed of Guarantee and the Supplemental Accounts Agreement without requiring any further approval of the members of the Company.”

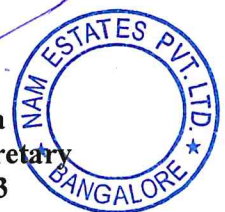
“RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, amend, alter, execute requisite documents, agreements, instruments, forms, applications and writings in connection with the Supplemental Debenture Trust Deed, the Supplemental Deed of Guarantee and the Supplemental Accounts Agreement and to do all such acts, deeds, matters and things as may be deemed necessary and expedient, and also to delegate all or any of the above powers to other officers of the Company, to give effect to the aforesaid resolutions.”

“RESOLVED FURTHER THAT a copy of this resolution may be provided to any person (including any authorized representatives, agents, consultants or officers of such person) under the signatures of any Director of the Company.”

For Nam Estates Private Limited

Richa

**Richa Saxena
Company Secretary
M. No. 17163**



**Date: 13th February 2023
Place: Bangalore**



Note:

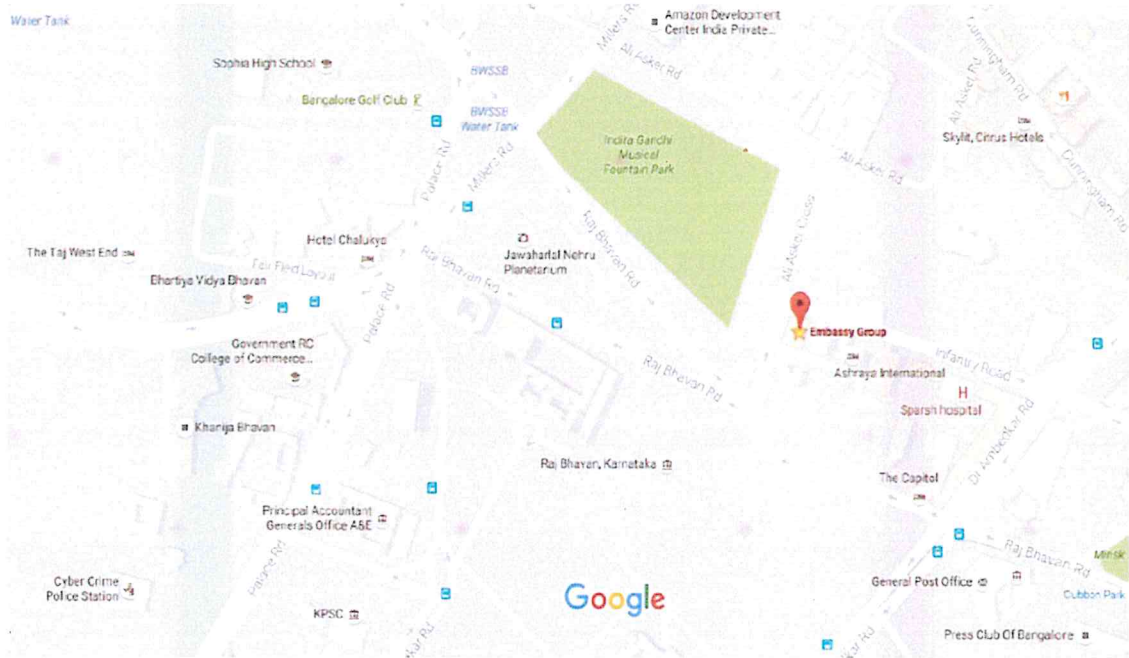
1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote as per the provisions of the Articles of Association.
2. Proxy form is to be deposited at the registered office of the company not less than 48 hours before the meeting.
3. Members are requested to intimate any change in their addresses registered with the Company.
4. Corporate Members intending to send their authorized representatives to attend the Extra 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.
5. 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.
6. The route map showing direction to reach the venue of the EGM is annexed as Annexure I to the notice.



Annexure I to the Notice

ROUTE MAP FOR THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING

Venue: 1st Floor, Embassy Point, 150 Infantry Road, Bangalore – 560001



NAM ESTATES PVT LTD

CIN: U85110KA1995PTCO17950

Registered Office: Embassy Point, 150, Infantry Road, Bangalore 560001.

T: +91 80 4179 9999 F: +91 80 2228 6912 W: www.embassyindia.com

Email: secretarialteam@embassyindia.com



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

Item No.1

AUTHORISATION FOR AMENDMENT OF THE DEBENTURE TRUST DEED, DEED OF GUARANTEE AND ACCOUNTS AGREEMENT ENTERED INTO IN CONNECTION WITH THE DEBENTURES

The Company has issued and allotted redeemable, rated, listed, secured, non-convertible debentures of face value of INR 10,00,000 (Indian Rupees ten lakhs only) each in one of more series/ tranches (**Debentures**) for an aggregate principal amount of up to INR 1000,00,00,000 (Indian Rupees One Thousand crores) under a debenture trust deed dated 24 July 2021 executed between, amongst others, the Company and Catalyst Trusteeship Limited (**Debenture Trustee**), as amended and supplemented by amendment and supplemental deed dated 30 July 2021 (the **Debenture Trust Deed**), pursuant to resolution passed by the shareholders of the Company on 16 July 2021.

The Debentures were secured, amongst others, by way of corporate guarantees provided by group companies of the Company, namely (a) Embassy Property Developments Private Limited (**EPDPL**), (b) Udhyaman Investments Private Limited, (c) Grove Ventures, and (d) Embassy Infra Developers Private Limited (collectively, the **Guarantors**) by deed of guarantee dated 25 July 2021 executed amongst the Guarantors and the Debenture Trustee (the **Deed of Guarantee**).

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The Company, the Guarantors and the Debenture Trustee have now agreed to amend certain provisions of the Debenture Trust Deed and the Accounts Agreement and extend the tenure of the guarantee from EPDPL by amending the terms of the Deed of Guarantee.

The amendments referred in above are proposed to be carried out by execution of the following documents: (a) the supplemental and amendment debenture trust deed to the Debenture Trust Deed to be entered into between, amongst others the Company and the Debenture Trustee (**Supplemental Debenture Trust Deed**); (ii) supplemental deed of guarantee to the Deed of Guarantee to be entered into between the Guarantors and the Debenture Trustee (**Supplemental Deed of Guarantee**); and (iii) supplemental accounts agreement to the Accounts Agreement to be entered into between, amongst others, the Company, HDFC, HDFC Bank Limited and the Debenture Trustee (**Supplemental Accounts Agreement**).

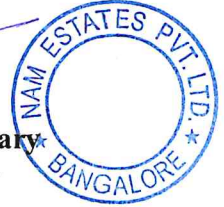


The proposal requires the consent of the members. The Board of Directors recommends that the proposal be approved by the shareholders as Special Resolutions.

For Nam Estates Private Limited

Date: 13th February 2023
Place: Bangalore

Richa
Richa Saxena
Company Secretary*
M.No. 17163



NAM ESTATES PVT LTD

CIN: U85110KA1995PTC012950

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