

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING NO. 01/2023-24 OF THE SHAREHOLDERS OF NAM ESTATES PRIVATE LIMITED ('COMPANY') WILL BE HELD ON THURSDAY, 25TH JANUARY, 2024 AT 5.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 1ST FLOOR, EMBASSY POINT 150 INFANTRY ROAD, BANGALORE – 560 001 TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

ITEM NO.1

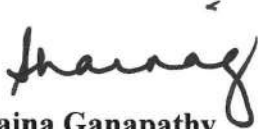
To consider and thought fit to pass with or without modification the following resolution as *Special Resolution*:

Approval to provide inter-corporate loan in terms of Section 185 of the Companies Act, 2013

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification, amendment or re-enactment thereof for the time being in force, read with relevant rules framed thereunder and subject to such approvals, consents, sanction and permissions as may be necessary, approval of the members of the company be and is hereby accorded to the Board of Directors of the company to grant the Loan to Embassy East Business Park Private Limited ('EEBPPL') up to an amount not exceeding in aggregate INR 10,00,00,00,000 (Indian Rupees One thousand Crore Only) for its principal business activities.

RESOLVED FURTHER THAT the board of directors of the company or company secretary be and is hereby authorized to file necessary returns/ forms with the registrar of companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this resolution.”

For Nam Estates Private Limited



Shaina Ganapathy

Director

DIN: 01777973

Date: 03-01-2024

Place: Bangalore

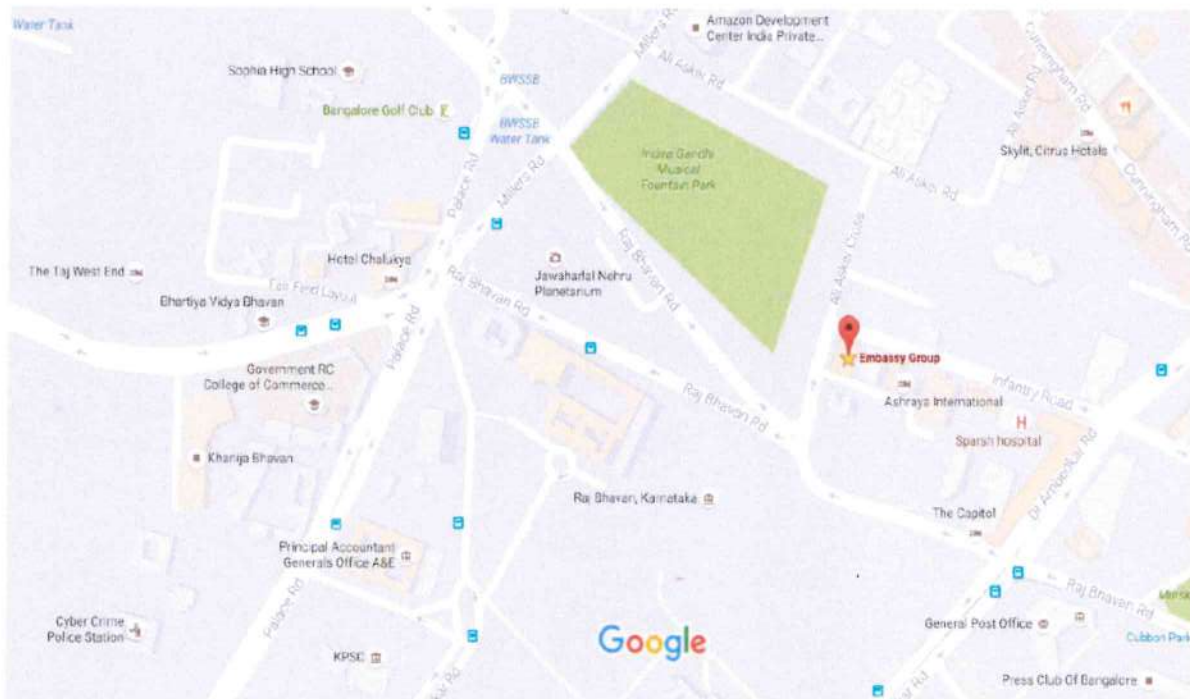
Note:

1. A member entitled to vote is entitled to appoint a proxy to attend and vote instead of him / her and a proxy need not be a member of the Company.
2. Proxies, in order to be valid shall be lodged, duly executed with the Company at its Registered Office at least forty-eight hours before the commencement of the meeting.
3. Members are requested to promptly notify any change in their postal address/ E-mail address to the Registered Office of the Company.
4. Members/Proxies should bring the attendance slip duly filled in and signed for attending the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Extra Ordinary 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
6. 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.
7. Necessary documents shall be available for inspection at any time during the working hours from Monday to Friday at the Registered Office of the Company.
8. Explanatory Statement pursuant to the provisions of Section 102 of Companies Act, 2013 is annexed hereto.
9. The route map showing direction to reach the venue of the EGM is annexed.

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



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

Item No.1:

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May 2018

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, a) to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person or b) anybody corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; as specified in the clause (a) and (b) of explanation to Sub section 2 of Section 185 of the Companies Act, 2013 on such terms and conditions as may be agreed by both the parties including interest, tenure subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

The Company being the Holding Company, has proposed to advance an inter-corporate loan upto INR 10,00,00,00,000 (Indian Rupees One Thousand Crore Only) to Embassy East Business Park Private Limited ('EEBPPL') for its principal business activities.

Other than Mrs. Shaina Ganapathy (or their relatives), none of the other directors or any key managerial personnel (or their relatives) of the Company is interested in the resolution.

The Board of Directors recommends the Special Resolution set out in the Notice for approval of the Members.

For Nam Estates Private Limited



Shaina Ganapathy

Director

DIN: 01777973

Date: 03-01-2024

Place: Bangalore

Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U85110KA1995PTC017950

Name of the Company: Nam Estates Private Limited

Registered Office: 1st Floor, Embassy Point, 150, Infantry Road, Bangalore 560001

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) holding shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra - Ordinary General meeting No. 01/2023-24 (EGM) of the Company to be held on Thursday, 25th January, 2024 at 5.00 p.m. IST at the registered office of the Company at and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(s)	Vote	
		For	Against
1.	Approval to provide inter-corporate loan in terms of Section 185 of the Companies Act, 2013		

Signed this..... day of..... 2024

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

CIN: U85110KA1995PTC017950

Name of the Company: Nam Estates Private Limited

Registered Office: 1st Floor, Embassy Point, 150, Infantry Road, Bangalore 560001

Members attending the Meeting in person or by Proxy or as Authorized Representatives are requested to complete this attendance slip and hand it over at the entrance of the Meeting hall.

I hereby record my presence at the Extra - Ordinary General meeting (EGM) No. 01/2023-24 of the Company held at the registered office of the company at 1st Floor, Embassy Point, 150, Infantry Road, Bangalore 560001, on Thursday, 25th January, 2024 at 5.00 p.m. IST.

Full name of the Shareholder:

Signature

Folio No.:

Full name of Proxy/Authorized Representative:

(in capital letters)

Signature of Proxy/Authorized Representative:

Note: Shareholder/Proxy holder/Authorized Representative desiring to attend the Meeting should bring his copy of the Annual Report to the Meeting.

NAM ESTATES PRIVATE LIMITED

CIN:U85110KA1995PTC017950

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

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