Century
THINKING AHEAD

SURUCHI PROPERTIES PRIVATE LIMITED
Regd Office: No. 10/1 Ground Floor, Lakshminarayana Complex,
Palace Road, Bangalore - 560 001
Corp Office: JP Techno Park, 4th Floor, 3/1 Millers' Road, Bangalore - 560001
CIN: U45201KA2003PTC064723
☏ +9180-40453453 +9180-40453409
email: suruchi@centuryrealestate.in || website: suruchi.centuryrealestate.in

NOTICE OF EXTRAORDINARY GENERAL MEETING:

[Pursuant to section 101 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,
The Members,

Notice is hereby given that an Extraordinary General Meeting of the members of the Company will be held at a shorter notice on Tuesday, the 29th day of October 2024, at 04.30 P.M. at JP Techno Park, 4th Floor, 3/1, Millers Road, Bangalore - 560 001 to transact the following businesses:

SPECIAL BUSINESS:

Agenda No. 1

APPROVAL FOR EXECUTION OF SUBORDINATION DEED

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

"**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors, for advancing loan(s) in one or more tranches including loan represented by way of book debt to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is interested/deemed to be interested, up to a sum not exceeding INR 90,00,00,00/- (Rupees Ninety Crores only) at any point of time, in its absolute discretion as may be deemed beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary, be and are hereby severally authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid loans/ guarantees/ securities, to take all necessary steps to execute all such documents, instruments and writings in order to comply with all the legal and procedural formalities incidental or expedient thereto and as the Board may think fit and suitable and to do all such acts, deeds, things and matters, as may be required in this regard, including without limitation filing of requisite forms with the jurisdictional Registrar of Companies to give effect to the said resolution."

For and Behalf of the Board of Directors
For **Suruchi Properties Private Limited**

Sreedevi Ramchandran Pillai
Company Secretary
M No: A44460
No. 10/1, Ground Floor
Lakshminarayana Complex, Palace Road
Bangalore - 560001

Place: Bangalore
Date: October 24, 2024

NOTES:

1. A member entitled to attend and vote at the meeting is ENTITLED to appoint one or more proxies to attend and on a poll, to VOTE instead of himself. A PROXY NEED NOT BE A MEMBER. Proxies, to be effective, must be received by the Company not later than 48 hours before the commencement of the meeting.
2. Members/Proxies must bring the attendance slip (as attached) duly filled in for attending the meeting.
3. Corporate Members intending to send their authorized representative(s) to attend the Extraordinary General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Extraordinary General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
4. The route map showing directions to reach the venue of the EGM is annexed hereto.
5. The Explanatory Statement as per the provisions of Section 102(1) of the Companies Act, 2013 is enclosed hereto.
6. The Notice is issued with a shorter period pursuant to provisions of Section 101 of the Companies Act, 2013. Consent of the members is solicited.

For and Behalf of the Board of Directors
For **Suruchi Properties Private Limited**

Sreedevi Ramchandran Pillai
Company Secretary
M No: A44460
No. 10/1, Ground Floor
Lakshminarayana Complex, Palace Road
Bangalore - 560001

Place: Bangalore
Date: October 24, 2024

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

AGENDA NO. 1:

It is hereby informed to the members of the Company that Hebbal Properties Private Limited ("**HPPL**"), a group company is proposing to issue 2,500 secured, unlisted, redeemable, non-convertible debentures ("**Debentures**") of the nominal value of INR 10,00,000/- (Rupees Ten Lakhs only) each, for an aggregate amount up to INR 250,00,00,000/- (Rupees Two Hundred and Fifty Crores only, on a Private Placement Basis, in multiple series and/or tranches.

As part of the terms and conditions of the said issuance, on the request of HPPL, Century Dwellings Private Limited ("**Century Dwellings**"), a group company of the Company, has extended certain security in favour of the Debenture Trustee for the benefit of the Debenture Holders to secure repayment of the said Debentures. The members may also be informed that the Company has certain outstanding balances receivable from Century Dwellings ("**Century Dwellings Receivables**"), in its ordinary course of business, a part of which remains outstanding as on date.

One of the terms and conditions of the said issuance requires the Company to enter into a Deed of Subordination ("**Deed**") *inter alios* with Century Dwellings for the purpose of subordinating the Century Dwellings Receivables to the Debentures, as per the terms of the Deed of Subordination, including subordination of any rights, claims and actions which the Company may have against the Century Dwellings Receivables. The subordination shall continue throughout the continuance of the Deed and until the final settlement date of the Debentures.

The members may also note that in terms of Section 185 of the Companies Act, 2013, a company may provide loans, give guarantees or provide securities to any person in whom any of the Director of the Company is interested, subject to the approval of the shareholders of the company by way of passing a Special Resolution. The Directors of Century Dwellings, Mr. P. Ravindra Pai and Mr. P. Ashwin Pai, are also the Directors of the Company. Since there are interested Directors, the Board recommends the Special Resolution as set out in the agenda of the Notice for your approval in the interest of the Company. None of the Directors or their relatives are concerned or interested in the passing of the resolution, except to the extent of the shareholdings, if any, of the directors of the Company.

For and Behalf of the Board of Directors
For **Suruchi Properties Private Limited**

Suruchi Properties Pvt Ltd
Bangalore

Sreedevi Ramchandran Pillai
Company Secretary
M No: A44460
No. 10/1, Ground Floor
Lakshminarayana Complex, Palace Road
Bangalore - 560001

Place: Bangalore
Date: October 24, 2024

Form 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 : U45201KA2003PTC064723
Name : SURUCHI PROPERTIES PRIVATE LIMITED
Regd Office : No. 10/1, Ground Floor, Lakshminarayana Complex, Palace Road, Bangalore - 560 001

EXTRAORDINARY GENERAL MEETING ON 29.10.2024

Name of the Shareholder	:..
Registered Address	: ....
Email id	: ....
Folio No.	: ....

I being a member of .... shares of the above named company hereby appoint:

1. Name : ....
   Address : ....
   Email id : ....
   Signature : ....
   or failing him

2. Name : ....
   Address : ....
   Email id : ....
   Signature : ....

as my proxy to attend and vote (on a poll) for me and on my behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday, the October 29, 2024 at 04.30 PM at JP Techno Park, 4th Floor, 3/1 Millers Road, Bangalore -560 001 and at any adjournment thereof in respect of the resolution as indicated below:

- Approval for execution of subordination deed

Signature of the shareholder **Signature of the proxy holder**

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

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING ON 29.10.2024

(Please fill in the Attendance Slip and hand it over at the meeting hall)

Date:		Time :	
Place:			
Regd. Folio			

....
Signature of Shareholder/Proxy/ Representative Present

ROUTE MAP

Extra Ordinary General Meeting:
October 29, 2024

Venue:
At -
JP Techno Park, 4th Floor,
3/1 Millers Road
Bangalore - 560 001

Route Map to JP Techno Park