



CENTURY JOINT DEVELOPMENTS 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: U70200KA2010PTC052710

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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 on Tuesday, the 05th day of November 2024, at 10.00 A.M. at JP Techno Park, 4th Floor, 3/1, Millers Road, Bangalore - 560 001 to transact the following businesses:

SPECIAL BUSINESS:

Agenda No. 1

AUTHORISATION TO ISSUE NON-CONVERTIBLE DEBENTURES

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 Sections 23(2)(b), 42 and 71 of the Companies Act, 2013 (**“Act”**) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) (**“Rules”**) and other applicable provisions of the Act, including any amendments thereto, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and the rules and regulations made thereunder, any other applicable statutory / regulatory guidelines as may be applicable, and the enabling provisions of the memorandum of association and the articles of association of the Company, the approval and consent of the members of the Company be and is hereby accorded to the board of directors (**“Board”**) to borrow amounts aggregating up to INR 1600,00,00,000/- (Indian Rupees one thousand six hundred crore only) by way of issue of fully paid up, secured, listed, rated, redeemable, non-convertible debentures having a face value of INR 1,00,000/- (Indian Rupees one lakh only) each, on a private placement basis, in dematerialized form (**“Debentures”**) in single or multiple series and / or tranches through private placement to certain eligible investors identified by the board of directors and provide such security to secure repayment of the Debt as defined in the Debenture Trust Deed

("Debt") to be executed between the Company and Catalyst Trusteeship Limited ("**Debenture Trustee**"). ("**Debenture Trust Deed**"), by way of mortgage, hypothecation or any other security in accordance with the terms and conditions as set out in the Debenture Trust Deed, draft general information document and the key information document(s) for each series of Debentures ("**Placement Memorandum**") and other Transaction Documents (*as defined in the Debenture Trust Deed*) ("**Transaction Documents**").

RESOLVED FURTHER THAT the Company be and is hereby authorised to secure the Debt by *inter alia*, the security interests as set out below:

- (i) by Century Real Estate Holdings Private Limited ("**Hold Co**"), Century Sheltors Developers Private Limited ("**Century Sheltors**"), Century Silicon City Private Limited ("**Century Silicon**"), Century Downtown Private Limited ("**Century Downtown**"), Navrang Property Developers Private Limited ("**Navrang Developers**"), M/s. Vinayaka Enterprises ("**Vinayaka Enterprises**"), Mr. A. Ramakrishna and/ or Century Living Private Limited ("**Century Living**") , Indiland Developers Bangalore Private Limited ("**Indiland Developers**"), M/s. Adarsh Enterprises ("**Adarsh Enterprises**"), M/s. Akruthi Enterprises ("**Akruthi Enterprises**"), Century Dwellings Private Limited ("**Century Dwelling**"), Dr. Dayananda Pai, Mr. P. Satish Pai, Mr. P. Ravindra Pai, Mr. Ashwin Pai and Century Assets Private Limited ("**Century Assets**", collectively with Dr. P Dayananda Pai, Mr. P. Satish Pai, Mr. P. Ravindra Pai, Mr. Ashwin Pai referred to as "**Century Partners**") over certain mortgaged properties as more particularly identified in the Transaction Documents;
- (ii) by the Company over certain escrow accounts of the Company (including all sub-accounts and / or any accounts opened in substitution thereof), all amounts standing to the credit of such accounts and / or any permitted investments made by the Company from such accounts, and the Company's rights, title, interest and benefits in any subordinated debt provided by the Company to any member of the group;
- (iii) by the Hold Co and Century Sheltors over their receivables in respect of Project Ethos (*as defined in the Debenture Trust Deed*) being developed on land measuring approximately 7.5 acres and situated at Amruthahalli and Byatarayanapura Villages, Yelahanka Hobli, Bangalore North Taluk, Bangalore, and each of their charged accounts and all funds from time to time deposited therein, both present and future;
- (iv) by Century Silicon over its receivables in respect of Project Silicon (*as defined in the Debenture Trust Deed*) being developed on land measuring approximately 15 acres and situated at Munnekolalu Village, Varthur Hobli, Bangalore East Taluk, Bangalore, and / or each of its charged accounts and all funds from time to time deposited therein, both present and future;
- (v) by Century Partners over their profit share and the partnership interest attributable to Century Partners in respect of Project Landmark (*as defined in the Debenture Trust Deed*) being developed on land measuring approximately 15 acres and situated at Hebbal Ammanikere Village, Bangalore, both present and future;
- (vi) by Century Downtown and Navrang Developers over their receivables in respect of Project Downtown (*as defined in the Debenture Trust Deed*) being developed on land measuring approximately 7.5 acres and situated at Byatarayanapura Village, Yelahanka

Hobli, Bangalore North Taluk, Bangalore, and / or their charged accounts and all funds from time to time deposited therein, both present and future;

- (vii) by Indiland Developers over its receivables in respect of Project Meenukunte (*as defined in the Debenture Trust Deed*) situated on land measuring approximately 22 acres at Meenukunte Village, Jala Hobli, Yelahanka Taluk, Bangalore, and its charged account and all funds from time to time deposited therein, both present and future;
- (viii) by Adarsh Enterprises and Akruthi Enterprises over their receivables in respect of Project Calina (*as defined in the Debenture Trust Deed*) situated on land measuring approximately 22 acres at Yelahanka Amanikere and Yelahanka Villages, Yelahanka Hobli, Bangalore North Taluk, Bangalore, and their charged accounts and all funds from time to time deposited therein, both present and future;
- (ix) by Century Dwelling over its receivables in respect of Project Midtown (*as defined in the Debenture Trust Deed*) situated on land measuring approximately 49.75 acres at Channahalli and Tarabanahalli Villages, Jala Hobli, Yelahanka Taluk, Bangalore, and its charged account and all funds from time to time deposited therein, both present and future;
- (x) by Vinayaka Enterprises over its receivables in respect of Project Mysore (*as defined in the Debenture Trust Deed*) situated on land measuring approximately 39.75 acres at Kurubarahalli Village, Kasaba Hobli, Mysore North Taluk, Mysore, and its charged accounts and all funds from time to time deposited therein, both present and future;
- (xi) receivables in respect of Project Vaderapura (*as defined in the Debenture Trust Deed*) situated on land measuring approximately 14 acres at Vaderapura Village, Yelahanka Hobli, Bangalore North, Bangalore, and the charged accounts and all funds from time to time deposited therein, both present and future;
- (xii) by Century Partners over their partnership interest in M/s Century Landmark and M/s Century Megacity, both present and future, as specified in the Transaction Documents;
- (xiii) by Mr. P. Satish Pai and Mr. P. Ashwin Pai over 100% (one hundred percent) of the partnership interest held by them in Adarsh Enterprises, both present and future;
- (xiv) by Mr. K.N. Yellappa, Mr. A. Ramakrishna, Mr. M.S. Mahadevaiah and the Hold Co over 100% (one hundred percent) of the partnership interest held by them in Akruthi Enterprises, both present and future;
- (xv) by Mr. P. Satish Pai and Mr. P. Ashwin Pai over 100% (one hundred percent) of the partnership interest held by them in Vinayaka Enterprises, both present and future;
- (xvi) by the relevant members of the group over the subordinated indebtedness provided by them to the other members of the group;
- (xvii) by Mr. P. Ravindra Pai, Mr. P. Ashwin Pai and Mr. Dev S Patel over such percentage of the issued and paid - up equity share capital and/ or such other securities of the Hold Co (on a fully diluted basis) as specified in the Transaction Documents, both present and future;

- (xviii) by the Hold Co, Mr. P. Ravindra Pai, Mr. P. Satish Pai, Mr. P. Ashwin Pai, Mr. KN Yellappa and Mr. H. Yashwanth Shenoy over 100% (one hundred percent) of the issued and paid - up equity share capital and all other securities of the Company (on a fully diluted basis), both present and future;
- (xix) by the Hold Co and Mr. A. Ramakrishna over 100% (one hundred percent) of the issued and paid - up equity share capital and all other securities of Century Sheltors (on a fully diluted basis), both present and future;
- (xx) by Hold Co, the Company, Mr. K.N. Yellappa, Mr. Yashwanth Shenoy and Mr. M S Mahadevaiah over 100% (one hundred percent) of the issued and paid - up equity share capital and all other securities of Century Silicon (on a fully diluted basis), both present and future;
- (xxi) by Mr. P. Ravindra Pai and Mr. P. Ashwin Pai over 100% (one hundred percent) of the issued and paid - up equity share capital and all other securities of Century Living (on a fully diluted basis), both present and future
- (xxii) by Mr. P. Ravindra Pai and Mr. P. Ashwin Pai over 100% (one hundred percent) of the issued and paid - up equity share capital and all other securities of Century Dwelling (on a fully diluted basis), both present and future;
- (xxiii) by the Hold Co and Dr. P. Dayananda Pai over 100% (one hundred percent) of the issued and paid - up equity share capital and all other securities of Indiland Developers (on a fully diluted basis), both present and future;
- (xxiv) by Dr. P. Dayananda Pai, Mrs. Mohini D Pai and Mr. H Yashwanth Shenoy over such percentage of the issued and paid - up equity share capital and all other securities of Century Downtown (on a fully diluted basis) as specified in the Transaction Documents, both present and future;
- (xxv) by Mr. Ravindra Pai and Mr. P. Ashwin Pai over such percentage of the issue and paid up - up equity share capital and other securities of Century Assets (on a fully diluted basis) as specified in the Transaction Documents, both present and future;
- (xxvi) by Dr. P. Dayananda Pai, Mrs. Mohini D. Pai, Mr. P. Satish Pai and Mr. S. Raghunath over such percentage of the issued and paid up - up equity share capital and other securities of Navrang Developers (on a fully diluted basis) as specified in the Transaction Documents, both present and future; and
- (xxvii) any other security interest required to be created pursuant to the Transaction Documents to secure the Debt from time to time (including in respect of M/s. Prestige Century Landmark ("**Century Landmark**") and M/s. Prestige Century Megacity ("**Century Megacity**")).

The security interests specified in paragraphs (i) to (xxvii) above, shall hereinafter be collectively referred to as the "**Security**".

RESOLVED FURTHER THAT the following contractual comforts in respect of the Debt be

provided:

- (i) corporate guarantees by Adarsh Enterprises, Akruthi Enterprises, Century Downtown, Century Dwelling, Century Sheltors, Century Silicon, Indiland Developers, the Hold Co, Navrang Developers, Vinayaka Enterprises, Century Assets and such other entities as may be identified in the Debenture Trust Deed (collectively referred to as the **"Corporate Guarantors"**);
- (ii) personal guarantees from Mr. P. Ravindra Pai, Mr. P. Ashwin Pai, Mr. Dev S. Patel and such other persons as may be identified in the Debenture Trust Deed (collectively referred to as the **"Sponsor Guarantors"**);
- (iii) personal guarantees from Mr. P. Satish Pai, Mr. K.N. Yellappa, Mr. A. Ramakrishna, Mr. M.S. Mahadevaiah, Mr. H. Yashwanth Shenoy, and such other persons as may be identified in the Debenture Trust Deed to the extent mutually agreed between the Company and the Debenture Trustee (collectively referred to as the **"Other Personal Guarantors"**);
- (iv) a shortfall undertaking from the Hold Co and each of Mr. P. Ravindra Pai, Mr. P. Ashwin Pai and Mr. Dev S. Patel (collectively referred to as **"Sponsors"**);
- (v) a subordination deed to be executed by the Hold Co and Century Sheltors, and such other entities of the Century group as agreed with the Debenture Trustee, which may be acceded to from time to time by the other members of the group and their affiliates; and
- (vi) any other contractual comforts required to be executed pursuant to the Transaction Documents in respect of the Debt from time to time (including in respect of Century Landmark, Century Megacity, Mr. P. Dayananda Pai and Ms. Radhika Reddy).

The contractual comforts specified in paragraphs (i) to (vi) above, shall hereinafter be collectively referred to as the **"Contractual Comforts"**.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the board to negotiate and approve the drafts of the Transaction Documents and negotiate, finalize, accept and execute each of the Transaction Documents including any amendments, novations, supplements, extensions, restatements or any other modifications (before or after execution) thereof, which Transaction Documents shall be in the form and manner and on such terms and conditions as are acceptable to the Debenture Trustee and the Company and make all such filings as required under applicable law, without being required to seek any further consent or approval of the members or otherwise to this effect and intent that the members shall be deemed to have given their approval hereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorized to finalise the Placement Memorandum/ disclosure documents/ term sheet etc. as may be required to offer and issue the Debentures on a private placement basis through the electronic book mechanism and to create and perfect the Security in relation to the Debt and the ability and right of the Debenture Trustee to be appointed, and to take any corporate action, legal proceedings or other procedure or upon the occurrence of an event of default as defined in the Debenture Trust Deed, to step in relation to the enforcement of the Security

and Contractual Comforts, in any manner whatsoever (without any consent of any person) in accordance with the terms of the Transaction Document be and is hereby recognized and confirmed.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, consent of the members of the Company, be and is hereby accorded to the Board to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interests of the Company, to give effect to the resolution including filing of e-form MGT-14 and such other e-forms as may be required in connection with issue and allotment of the Debentures, with the relevant registrar of companies and to do all such acts and deeds that may be required in this connection.

RESOLVED FURTHER THAT a certified true copy of the foregoing resolutions certified by any of the director or the company secretary, be furnished to such other parties as may be necessary and they be requested to act thereon.”

Agenda No. 2

AUTHORISATION TO SECURE THE CONTRACTUAL COMFORTS AND SECURITY PROVIDED TO SECURE REPAYMENT OF THE NON-CONVERTIBLE DEBENTURES PROPOSED TO BE ISSUED BY THE COMPANY

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

“**RESOLVED THAT** consequent to the proposed issuance of 1,60,000 secured, listed, rated, redeemable, non-convertible debentures having a face value of INR 1,00,000/- (Indian Rupees one lakh only) each, through private placement, aggregating to an amount of INR 1600,00,00,000/- (Indian Rupees one thousand six hundred crores only) and pursuant to the provisions of Section 185 and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014), (including any statutory modifications or re-enactment thereof, for the time being in force), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby accorded to secure the Contractual Comforts and Security provided by the Obligors in favour of Catalyst Trusteeship Limited (**‘Debenture Trustee’**), acting for the benefit of the Debenture Holders, to secure repayment of the Debt as defined in the Debenture Trust Deed to be executed between the Company and Debenture Trustee, in accordance with the terms and conditions as set out in the Debenture Trust Deed, draft general information document and the key information document(s) for each series of Debentures and other Transaction Documents (*as defined in the Debenture Trust Deed*) (**“Transaction Documents”**).

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary and/or expedient for the purpose of giving effect to this resolution without being required to seek any further consent or approval of the members or otherwise to this effect and intent that the members shall be deemed to have given their approval hereto expressed by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of the foregoing resolutions certified by any director or company secretary of the Company, be furnished to such persons or authorities as may be required from time to time and such other parties as may be necessary and they be requested to act thereon.”

For and on behalf of the Board of Directors

For **Century Joint Developments Private Limited**



Vivekananda Nayak

Director

DIN: 03065394

No 10/1, Lakshminarayana Complex,
Ground Floor, Palace Road, Bangalore- 560 001

Place: Bangalore

Date: October 07, 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 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 Extraordinary General Meeting is annexed hereto.
5. The Explanatory Statement as per the provisions of Section 102(1) of the Companies Act, 2013 is enclosed hereto.

For and on behalf of the Board of Directors
For **Century Joint Developments Private Limited**



Vivekananda Nayak

Director

DIN: 03065394

No 10/1, Lakshminarayana Complex,
Ground Floor, Palace Road, Bangalore -560 001

Place: Bangalore

Date: October 07, 2024

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

AGENDA NO. 1 & 2:

As per the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Non-convertible Debentures ("**Debentures**" or "**NCD**") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a obtaining approval of its members by passing a Special Resolution. Such an approval by way of special resolution can be obtained once a year for all the offers and invitations made for such NCDs during the year.

In order to augment resources, the Company proposes to issue and allot, 1,60,000 Secured, Listed, Rated, Redeemable, Non-Convertible Debentures ("**Debentures**"), having a face value of Rs. 1,00,000/- each, on a Private Placement Basis, in one or more tranches, to the eligible investors in accordance with the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("ILNCS Regulations") and the rules and regulations made thereunder up to an amount not exceeding Rs.1600 Crores. The NCDs will be issued at par and will be listed on the Stock Exchange(s), on such terms and conditions as the Board may determine. Towards that, the Company hereby seeks approval of the members by way of a Special Resolution.

It is further informed to the members that the Company has secured the repayment of the Debentures, by creation of pledge, hypothecation and mortgage.

The disclosures as required under Section 42 of the Companies Act, 2013 as amended from time to time (the Act) and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time (the Rules) are as under:

Particulars of offer including date of passing the Board Resolution	Proposed Issuance of up to 1,60,000 Secured, Listed, Rated, Redeemable, Non-Convertible Debentures (" Debentures ") of face value of INR 1,00,000/-(Rupees One Lakh only) each in on or more series and/or tranches, for an aggregate amount of Rs.1600,00,00,000/- (Rupees One Thousand Six Hundred Crore only) on a Private Placement basis. The issue has been approved by the Board of directors vide Board Resolution dated September 11, 2024.
Kind of Securities offered	Secured, Listed, Rated, Redeemable, Non-Convertible Debentures of face value INR 1,00,000/-(Rupees One Lakh only) each.
Objects of the Issue	<u>Tranche 1:</u> INR 850,00,00,000/- (Rupees Eight Hundred and Fifty Crores only) towards repayment of

	<p>debt availed by the Company and group entities, working capital requirements for the Projects or any other purpose as per the Debenture Documents;</p> <p>Tranche 2: INR 750,00,00,000/- (Rupees Seven Hundred and Fifty Crores only) towards working capital requirements for the Projects and repayment of debt or any other purpose as per the Debenture Documents;</p>
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Basis or Justification for the price (including premium, if any) at which the offer or invitation is being made	Debentures are being issued at par
Amount which the company intends to raise by way of such securities:	Amount aggregating up to Rs. 1600 Crores (Rupees One Thousand Six Hundred Crores only) in one or more series and/or tranches.

Material Terms of raising such securities:

Coupon Rate: 10% per annum payable quarterly.
 Tenure : 48 Months

The Debentures will be redeemed as per the redemption schedule set out below:

At end of the relevant month from the deemed date of allotment	% of original Issue Amount in respect of each series of Debentures
21	5%
24	5%
27	5%
30	5%
33	5%
36	5%
39	10%
42	10%
45	10%
48	40%

Debenture Trustee:

Catalyst Trusteeship Limited

Registrar to the Issue:

Linkintime India Private Limited

Guarantee:

Corporate Guarantee –

Adarsh Enterprises, Akruthi Enterprises, Century Downtown, Century Dwelling, Century Sheltors, Century Silicon, Indiland Developers, the Hold Co, Navrang Developers, Vinayaka Enterprises, Century Assets and such other entities as may be identified in the Debenture Trust Deed

Personal Guarantee:

- i. Mr. P. Ravindra Pai, Mr. P. Ashwin Pai, Mr. Dev S. Patel and such other persons as may be identified in the Debenture Trust Deed (collectively referred to as the **"Sponsor Guarantors"**);
- ii. Mr. P. Satish Pai, Mr. K.N. Yellappa, Mr. A. Ramakrishna, Mr. M.S. Mahadevaiah, Mr. H. Yashwanth Shenoy, and such other persons as may be identified in the Debenture Trust Deed to the extent mutually agreed between the Company and the Debenture Trustee (collectively referred to as the **"Other Personal Guarantors"**);

Security:

- (i) by Century Real Estate Holdings Private Limited (**"Hold Co"**), Century Sheltors Developers Private Limited (**"Century Sheltors"**), Century Silicon City Private Limited (**"Century Silicon"**), Century Downtown Private Limited (**"Century Downtown"**), Navrang Property Developers Private Limited (**"Navrang Developers"**), M/s. Vinayaka Enterprises (**"Vinayaka Enterprises"**), Mr. A. Ramakrishna and/ or Century Living Private Limited (**"Century Living"**), Indiland Developers Bangalore Private Limited (**"Indiland Developers"**), M/s. Adarsh Enterprises (**"Adarsh Enterprises"**), M/s. Akruthi Enterprises (**"Akruthi Enterprises"**), Century Dwellings Private Limited (**"Century Dwelling"**), Dr. Dayananda Pai, Mr. P. Satish Pai, Mr. P. Ravindra Pai, Mr. Ashwin Pai and Century Assets Private Limited (**"Century Assets"**), collectively with Dr. P. Dayananda Pai, Mr. P. Satish Pai, Mr. P. Ravindra Pai, Mr. Ashwin Pai referred to as **"Century Partners"**) over certain mortgaged properties as more particularly identified in the Transaction Documents;
- (ii) by the Company over certain escrow accounts of the Company (including all sub-accounts and / or any accounts opened in substitution thereof), all amounts standing to the credit of such accounts and / or any permitted investments made by the Company from such accounts, and the Company's rights, title, interest and benefits in any subordinated debt provided by the Company to any member of the group;
- (iii) by the Hold Co and Century Sheltors over their receivables in respect of Project Ethos (*as defined in the Debenture Trust Deed*) being developed on land measuring approximately 7.5 acres and situated at Amruthahalli and Byatarayanapura Villages, Yelahanka Hobli, Bangalore North Taluk, Bangalore, and each of their charged accounts and all funds from time to time deposited therein, both present and future;
- (iv) by Century Silicon over its receivables in respect of Project Silicon (*as defined in the Debenture Trust Deed*) being developed on land measuring approximately 15 acres and situated at Munnekolalu Village, Varthur Hobli, Bangalore East Taluk, Bangalore, and / or each of its charged accounts and all funds from time to time deposited therein, both present and future;
- (v) by Century Partners over their profit share and the partnership interest attributable to Century Partners in respect of Project Landmark (*as defined in the Debenture Trust Deed*) being developed on land measuring approximately 15 acres and situated at Hebbal Ammanikere Village, Bangalore, both present and future;
- (vi) by Century Downtown and Navrang Developers over their receivables in respect of Project Downtown (*as defined in the Debenture Trust Deed*) being developed on land measuring approximately 7.5 acres and situated at Byatarayanapura Village,

Yelahanka Hobli, Bangalore North Taluk, Bangalore, and / or their charged accounts and all funds from time to time deposited therein, both present and future;

- (vii) by Indiland Developers over its receivables in respect of Project Meenukunte (*as defined in the Debenture Trust Deed*) situated on land measuring approximately 22 acres at Meenukunte Village, Jala Hobli, Yelahanka Taluk, Bangalore, and its charged account and all funds from time to time deposited therein, both present and future;
- (viii) by Adarsh Enterprises and Akruthi Enterprises over their receivables in respect of Project Calina (*as defined in the Debenture Trust Deed*) situated on land measuring approximately 22 acres at Yelahanka Amanikere and Yelahanka Villages, Yelahanka Hobli, Bangalore North Taluk, Bangalore, and their charged accounts and all funds from time to time deposited therein, both present and future;
- (ix) by Century Dwelling over its receivables in respect of Project Midtown (*as defined in the Debenture Trust Deed*) situated on land measuring approximately 49.75 acres at Channahalli and Tarabanahalli Villages, Jala Hobli, Yelahanka Taluk, Bangalore, and its charged account and all funds from time to time deposited therein, both present and future;
- (x) by Vinayaka Enterprises over its receivables in respect of Project Mysore (*as defined in the Debenture Trust Deed*) situated on land measuring approximately 39.75 acres at Kurubarahalli Village, Kasaba Hobli, Mysore North Taluk, Mysore, and its charged accounts and all funds from time to time deposited therein, both present and future;
- (xi) receivables in respect of Project Vaderapura (*as defined in the Debenture Trust Deed*) situated on land measuring approximately 14 acres at Vaderapura Village, Yelahanka Hobli, Bangalore North, Bangalore, and the charged accounts and all funds from time to time deposited therein, both present and future;
- (xii) by Century Partners over their partnership interest in M/s Century Landmark and M/s Century Megacity, both present and future, as specified in the Transaction Documents;
- (xiii) by Mr. P. Satish Pai and Mr. P. Ashwin Pai over 100% (one hundred percent) of the partnership interest held by them in Adarsh Enterprises, both present and future;
- (xiv) by Mr. K.N. Yellappa, Mr. A. Ramakrishna, Mr. M.S. Mahadevaiah and the Hold Co over 100% (one hundred percent) of the partnership interest held by them in Akruthi Enterprises, both present and future;
- (xv) by Mr. P. Satish Pai and Mr. P. Ashwin Pai over 100% (one hundred percent) of the partnership interest held by them in Vinayaka Enterprises, both present and future;
- (xvi) by the relevant members of the group over the subordinated indebtedness provided by them to the other members of the group;
- (xvii) by Mr. P. Ravindra Pai, Mr. P. Ashwin Pai and Mr. Dev S Patel over such percentage of the issued and paid - up equity share capital and/ or such other securities of the Hold Co (on a fully diluted basis) as specified in the Transaction Documents, both

present and future;

- xxviii) by the Hold Co, Mr. P. Ravindra Pai, Mr. P. Satish Pai, Mr. P. Ashwin Pai, Mr. KN Yellappa and Mr. H. Yashwanth Shenoy over 100% (one hundred percent) of the issued and paid - up equity share capital and all other securities of the Company (on a fully diluted basis), both present and future;
- (xix) by the Hold Co and Mr. A. Ramakrishna over 100% (one hundred percent) of the issued and paid - up equity share capital and all other securities of Century Sheltors (on a fully diluted basis), both present and future;
- (xx) by Hold Co, the Company, Mr. K.N. Yellappa, Mr. Yashwanth Shenoy and Mr. M S Mahadevaiah over 100% (one hundred percent) of the issued and paid - up equity share capital and all other securities of Century Silicon (on a fully diluted basis), both present and future;
- (xxi) by Mr. P. Ravindra Pai and Mr. P. Ashwin Pai over 100% (one hundred percent) of the issued and paid - up equity share capital and all other securities of Century Living (on a fully diluted basis), both present and future
- (xxii) by Mr. P. Ravindra Pai and Mr. P. Ashwin Pai over 100% (one hundred percent) of the issued and paid - up equity share capital and all other securities of Century Dwelling (on a fully diluted basis), both present and future;
- xxiii) by the Hold Co and Dr. P. Dayananda Pai over 100% (one hundred percent) of the issued and paid - up equity share capital and all other securities of Indiland Developers (on a fully diluted basis), both present and future;
- xxiv) by Dr. P. Dayananda Pai, Mrs. Mohini D Pai and Mr. H Yashwanth Shenoy over such percentage of the issued and paid - up equity share capital and all other securities of Century Downtown (on a fully diluted basis) as specified in the Transaction Documents, both present and future;
- (xxv) by Mr. Ravindra Pai and Mr. P. Ashwin Pai over such percentage of the issue and paid up - up equity share capital and other securities of Century Assets (on a fully diluted basis) as specified in the Transaction Documents, both present and future;
- (xxvi) by Dr. P. Dayananda Pai, Mrs. Mohini D. Pai, Mr. P. Satish Pai and Mr. S. Raghunath over such percentage of the issued and paid up - up equity share capital and other securities of Navrang Developers (on a fully diluted basis) as specified in the Transaction Documents, both present and future; and
- xxvii) any other security interest required to be created pursuant to the Transaction Documents to secure the Debt from time to time (including in respect of M/s. Prestige Century Landmark ("**Century Landmark**") and M/s. Prestige Century Megacity ("**Century Megacity**").

The class or classes of persons to whom the allotment is proposed to be made:

The following categories of investors, when specifically approached, are eligible to apply for this private placement of Debentures:

- Indian promoter as defined under the Insurance Regulatory and Development Authority of India (Registration of Indian Insurance Companies) Regulations, 2000, as amended from time to time which means:
- Company formed under Companies Act, which is not a subsidiary as defined under the Act;
- Core investment company (as per the Core Investment Companies (Reserve Bank) Directions, 2011), as amended;
- Banking company (Banking Regulation Act, 1949), but does not include a foreign bank or branch thereof functioning in India;
- Mutual Funds / Alternate Investment Funds registered with SEBI;
- Public financial institution (as per Companies Act);
- Co-operative society registered under any relevant law for the time being in force;
- A person, who is an Indian citizen or a combination of persons who are Indian citizens;
- A limited liability partnership formed under the Limited Liability Partnership Act, 2008, as amended, with no partner being a non-resident entity/person resident outside India as defined under FEMA and not being a foreign limited liability partnership registered thereunder;
- Indian investor as defined under the Insurance Regulatory and Development Authority of India (Registration of Indian Insurance Companies) Regulations, 2000, as amended from time to time;
- Foreign investors as defined under the Indian Insurance Companies (Foreign Investment) Rules, 2015, as amended, including all eligible non-resident entities or persons resident outside India investing in the equity share of an Indian insurance company, as permitted to do so through foreign direct investment and foreign portfolio investment windows under FEMA regulations, circulars and notifications issued pursuant to FEMA.

All investors are required to comply with the relevant regulations / guidelines applicable to them for investing in this Issue of Debentures.

Intention of promoters, directors or key managerial personnel of the Company to subscribe to the Issue	Not applicable
The proposed time within which the allotment shall be completed	Within 1 day from the date of receipt of subscription money
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<p>The following categories of investors, when specifically approached, are eligible to apply for this private placement of Debentures:</p> <ul style="list-style-type: none"> • Indian promoter as defined under the Insurance Regulatory and Development Authority of India (Registration of Indian Insurance Companies) Regulations, 2000, as amended from time to time which means: • Company formed under Companies Act, which is not a subsidiary as defined under the Act; • Core investment company (as

	<p>per the Core Investment Companies (Reserve Bank) Directions, 2011), as amended;</p> <ul style="list-style-type: none"> • Banking company (Banking Regulation Act, 1949), but does not include a foreign bank or branch thereof functioning in India; • Mutual Funds / Alternate Investment Funds registered with SEBI; • Public financial institution (as per Companies Act); • Co-operative society registered under any relevant law for the time being in force; • A person, who is an Indian citizen or a combination of persons who are Indian citizens; • A limited liability partnership formed under the Limited Liability Partnership Act, 2008, as amended, with no partner being a non-resident entity/person resident outside India as defined under FEMA and not being a foreign limited liability partnership registered thereunder; • Indian investor as defined under the Insurance Regulatory and Development Authority of India (Registration of Indian Insurance Companies) Regulations, 2000, as amended from time to time; • Foreign investors as defined under the Indian Insurance Companies (Foreign Investment) Rules, 2015, as amended, including all eligible non-resident entities or persons resident outside India investing in the equity share of an Indian insurance company, as permitted to do so through foreign direct investment and foreign portfolio investment windows under FEMA
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	regulations, circulars and notifications issued pursuant to FEMA. There will not be any change in the post issue paid-up capital as non-convertible debentures are proposed to be issued.
The change in control, if any, in the company that would occur consequent to the preferential offer	Not Applicable
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Nil
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	There will be no consideration other than cash.
Pre Issue and post issue shareholding pattern of the Company	There will not be any change to the shareholding pattern of the Company since non-convertible debentures are proposed to be issued.

In connection with the aforesaid issuance, since the Obligors are extending contractual comforts and security to secure repayment of the Debentures proposed to be issued by the Company, the Company is required to secure such contractual comforts and security of the Obligors. For the foregoing purpose, the Board of Directors of your Company seek consent of the members pursuant to the provisions of Section 185 of the Companies Act, 2013 by way of a Special Resolution in the best interest of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution, except to the extent of their shareholding, if any, in the company.

For and on behalf of the Board of Directors
For **Century Joint Developments Private Limited**


Vivekananda Nayak

Director

DIN: 03065394

No 10/1, Lakshminarayana Complex,
Ground Floor, Palace Road, Bangalore -560 001

Place: Bangalore

Date: October 07, 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 : U70200KA2010PTC052710
Name : CENTURY JOINT DEVELOPMENTS PRIVATE LIMITED
Regd Office : No. 10/1, Ground Floor, Lakshminarayana Complex, Palace Road, Bangalore - 560 001

EXTRAORDINARY GENERAL MEETING ON 05.11.2024

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 05th day of November 2024 at 10.00 AM 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:

- Authorisation to issue Non-Convertible Debentures
- Authorisation to secure the contractual comforts and security provided to secure repayment of the Non-Convertible Debentures proposed to be issued by the Company

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 05.11.2024**

(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:

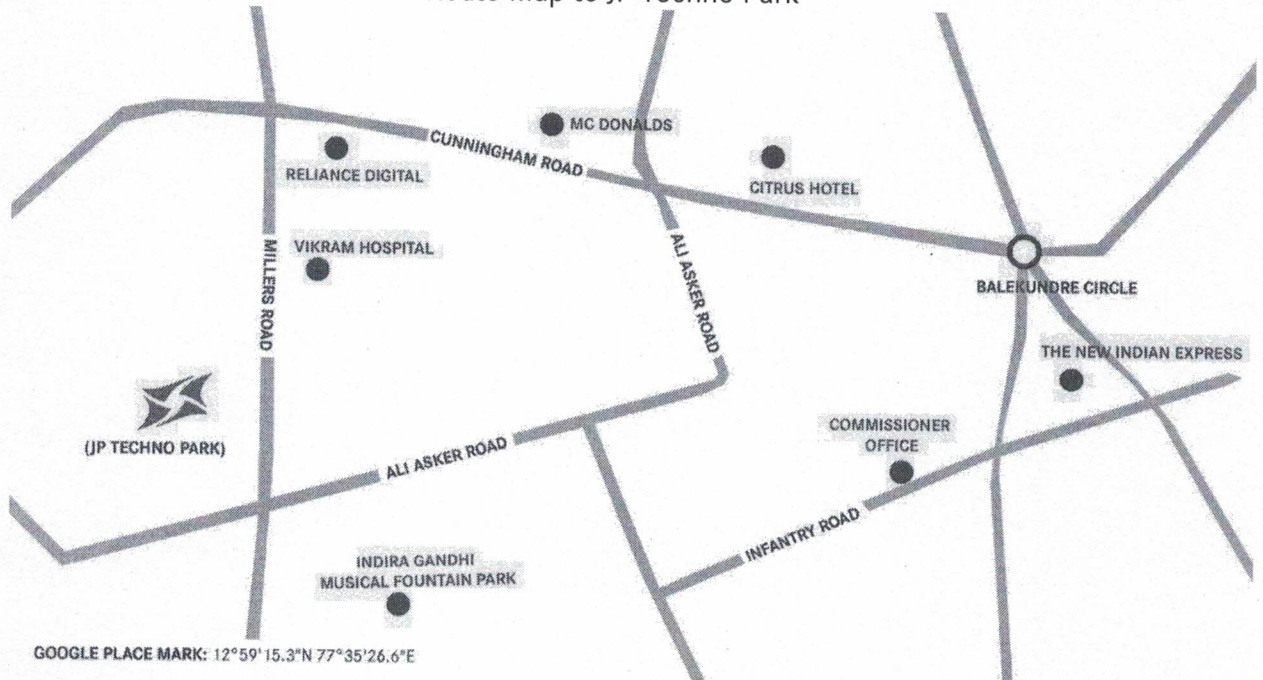
05th November, 2024

Venue:

At -

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

Route Map to JP Techno Park



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTIONS PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF CENTURY JOINT DEVELOPMENTS PRIVATE LIMITED ("COMPANY") HELD ON 05TH DAY OF NOVEMBER 2024 AT J P TECHNO PARK, 4TH FLOOR, 3/1 MILLERS ROAD, BANGALORE - 560 001

AUTHORISATION TO SECURE THE CONTRACTUAL COMFORTS AND SECURITY PROVIDED TO SECURE REPAYMENT OF THE NON-CONVERTIBLE DEBENTURES PROPOSED TO BE ISSUED BY THE COMPANY

"RESOLVED THAT consequent to the proposed issuance of 1,60,000 secured, listed, rated, redeemable, non-convertible debentures having a face value of INR 1,00,000/- (Indian Rupees one lakh only) each, through private placement, aggregating to an amount of INR 1600,00,00,000/- (Indian Rupees one thousand six hundred crores only) and pursuant to the provisions of Section 185 and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014), (including any statutory modifications or re-enactment thereof, for the time being in force), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby accorded to secure the Contractual Comforts and Security provided by the Obligor in favour of Catalyst Trusteeship Limited (**'Debenture Trustee'**), acting for the benefit of the Debenture Holders, to secure repayment of the Debt as defined in the Debenture Trust Deed to be executed between the Company and Debenture Trustee, in accordance with the terms and conditions as set out in the Debenture Trust Deed, draft general information document and the key information document(s) for each series of Debentures and other Transaction Documents (*as defined in the Debenture Trust Deed*) (**"Transaction Documents"**).

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary and/or expedient for the purpose of giving effect to this resolution without being required to seek any further consent or approval of the members or otherwise to this effect and intent that the members shall be deemed to have given their approval hereto expressed by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of the foregoing resolutions certified by any director or company secretary of the Company, be furnished to such persons or authorities as may be required from time to time and such other parties as may be necessary and they be requested to act thereon."

- CERTIFIED TRUE COPY -

For **CENTURY JOINT DEVELOPMENTS PRIVATE LIMITED**


Vivekananda Nayak

Director (DIN: 03065394)

No 10/1, Lakshminarayana Complex,

Ground Floor, Palace Road, Bangalore- 560 001