



CENTURY JOINT DEVELOPMENTS PRIVATE LIMITED

Regd Office: No. 10/1 Ground Floor, Lakshminarayana Complex, Palace Road, Bangalore - 560052

Corp Office: JP Techno Park, 4th Floor, 3/1 Millers' Road, Bangalore - 560052

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 the Extra-Ordinary General Meeting of the members of the Company will be held on Friday, the 14th day of March, 2025 at 04.30 PM at JP Techno Park, 4th Floor, 3/1, Millers Road, Bangalore - 560001, to transact the following business:

SPECIAL BUSINESS:

1. APPROVAL FOR ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

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 14 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), approval of the Shareholders as required, be and is hereby accorded to the Company to the amendment to the articles of association of the Company, as mentioned below:

- a. Replacing existing Article 76 with the below Article 76:

Article 76:

76. Notwithstanding anything herein and Transaction Documents (including Articles 5, 7, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 31, 32, 41, 42, 43, 73, 74, 74A, 74B, 75, and paragraphs 2, 3, 4, 5, 6, and 7, after Article 75 of the articles of association of the Issuer) (i) Century Joint Developments Private Limited (“Issuer”) shall be permitted to issue (a) series 1 senior, rated, listed non-convertible debentures aggregating up to INR 850,00,00,000 (“Debentures 1”); and (b) series 2 senior, rated, listed non-convertible debentures aggregating up to INR 750,00,00,000 (“Debentures 2”) on a private placement basis (Debentures 1 and Debentures 2 are collectively referred to as the “Debentures”) to any investors in connection with which the debenture trust deed dated 6 November 2024 (as amended) between the Issuer and Catalyst Trusteeship Limited has been executed; (ii) the Issuer, its affiliates and entities within the group and their promoters shall be permitted to create encumbrance over any of their immovable and/or movable assets and provide any guarantee and / or other contractual comfort in relation to the debt under the Debentures subject to the terms of the Suruchi NCD Documents and Suruchi NOCs and provided that the security provided for the benefit of the Suruchi NCD Holders is not encumbered in any manner whatsoever

for the Debentures; and (iii) the holders of the Debentures and the Suruchi NCD Holders and their agents/ trustee shall be entitled to enforce any such security, guarantee or contractual comforts and such disposal/transfer/enforcement shall not require further approvals from the directors, nor shall the board of directors be entitled to decline or refuse to register any such disposal/transfer/ enforcement.

For the purpose of this clause:

“**Suruchi NOCs**” means (a) the no-object letter dated 18 November 2024 issued by Suruchi NCD Trustee in connection with the Debentures 1; and (b) the no-object letter dated March 13, 2025, issued by Suruchi NCD Trustee in connection with the Debentures 2.

“**Suruchi NCDs**” means non-convertible debentures aggregating to INR 450,00,00,000 issued by Suruchi Properties Private Limited in accordance with the terms of the Suruchi NCD Documents.

“**Suruchi NCD Documents**” collectively means (i) the debenture trust deed dated 31 January 2024 read with the amendment deed dated 4 March 2024 to the debenture trust deed dated 31 January 2024 executed, inter alios, among Suruchi Properties Private Limited and Suruchi NCD Trustee as the debenture trustee, acting for and on behalf of Suruchi NCD Holders) as amended, supplemented or modified from time to time; and (ii) all other documents relating to the Suruchi NCDs.

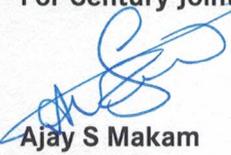
“**Suruchi NCD Holders**” means all the holders of the Suruchi NCDs.

“**Suruchi NCD Trustee**” means Vistra ITCL (India) Limited.

RESOLVED FURTHER THAT the Board of Directors or the company secretary of the Company be and are hereby authorized to do all such acts, deeds and things, make necessary filings with the statutory authorities, including but not limiting to the Registrar of Companies and to take necessary action in this regard and to sign all such documents, papers and writings as may be required and which they deem fit and expedient to give effect to the above resolution.”

By Order of the Board of Directors

For Century Joint Developments Private Limited


Ajay S Makam

Company Secretary (M No. A66390)

No, 10/1 Ground Floor, Lakshminarayana Complex,
Palace Road, Bangalore, Karnataka, India, 560052

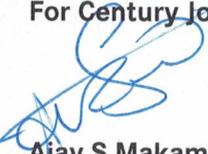


NOTES:

1. A statement setting out material facts, pursuant to section 102 of the Companies Act, 2013 (the Act), with respect to the items covered under special business of the notice is annexed hereto.
 2. A member entitled to attend and vote at the extraordinary general meeting ('EGM') is entitled to appoint a proxy to attend and vote on a poll, instead of herself / himself and the proxy need not be a member of the company. A proxy so appointed shall not have any right to speak at the meeting.
 3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.
Provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
 4. Members should fill in the attendance slip for attending the meeting. Members are requested to bring their attendance slip.
 5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 6. Only bona-fide members of the company whose names appear on the register of members/proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The company reserves its right to take all steps, as may be deemed necessary, to restrict non-members from attending the meeting.
 7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the registered office of the Company on all working days during the working hours of the Company.
 8. The notice is issued with a request for conducting the EGM at a shorter period pursuant to Section 101 of the Companies Act, 2013. Consent of the members are solicited.
 9. The route map showing the directions to reach the venue of the EGM is annexed hereto.
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By Order of the Board of Directors

For Century Joint Developments Private Limited


Ajay S Makam

Company Secretary (M No. A66390)

No, 10/1 Ground Floor, Lakshminarayana Complex,
Palace Road, Bangalore, Karnataka, India, 560052



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Agenda No. 1

The members are informed that the Board of Directors of the Company, at its meeting held on September 11, 2024, had approved the issuance of secured, listed, rated, redeemable, non-convertible debentures to the extent of Rs.1,600 crores (Rupees one thousand six hundred crores only) ("NCDs") on a private placement basis, in one or more tranches/series and obtained the approval of shareholders on November 05, 2024. Out of the total issuance amount, the Company has already issued and allotted NCDs worth Rs.850 crores (Rupees eight hundred and fifty crores only) on November 26, 2024 as Series 1 NCDs.

The members are further informed that the Company now proposes to issue the balance NCDs as Series 2 NCDs to the extent of Rs.750 crores (Rupees seven hundred and fifty crores only) of face value. The Articles of Association (AoA) of the Company already include terms of the debenture trust deeds and facility agreements entered into by the Company with the debenture trustee in respect of its existing debt obligations. The Company has obtained requisite consents from the debenture trustee/security trustee, granting their no objection to amend the AoA of the Company to enable the proposed issuance of NCDs and extend the necessary security and/or contractual comforts required under the terms of the NCDs.

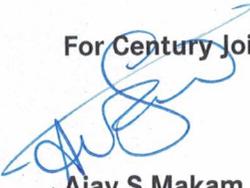
In order to carry out the necessary amendments to the AoA of the Company, the approval of shareholders is required by passing a Special Resolution pursuant to the provisions of Section 14 of the Companies Act, 2013.

The draft of the amended AoA proposed for approval is being circulated along with this notice and shall also be available for inspection by the shareholders of the Company during business hours at the Registered Office of the Company.

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

The Board of Directors recommends passing the Special Resolution as set out in the Notice for your approval.

For Century Joint Developments Private Limited


Ajay S Makam

Company Secretary (M No. A66390)

No, 10/1 Ground Floor, Lakshminarayana Complex,
Palace Road, Bangalore, Karnataka, India, 560052



Place: Bangalore

Date: March 14, 2025

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 - 560 052

EXTRAORDINARY GENERAL MEETING ON 14TH MARCH, 2025

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 Extra-Ordinary General Meeting of the Company, to be held on Friday, 14th March, 2025 at 04.30 P.M at JP Techno Park, 4th Floor, 3/1 Millers Road, Bangalore - 560001 and at any adjournment thereof in respect of the special resolution as indicated below:

- Approval for alteration of the Articles of Association of 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 at the Registered Office of the Company, before the commencement of the Meeting

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING ON 14TH MARCH, 2025
(Please fill in the Attendance Slip and hand it over at the meeting hall)

Date:		Time :	
Place:			
Regd. Folio			

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Signature of Shareholder/Proxy/ Representative Present

Format for consent of shareholders for Shorter Notice

Date: _____

To
The Board of Directors of
Century Joint Developments Pvt. Ltd.
No. 10/1, Lakshminarayana Complex,
Palace Road, Bangalore - 560 052

Sub: Consent of shareholder to hold the Extraordinary General Meeting at a shorter notice

Dear Sirs,

I, _____ S/o _____ residing at _____ holding _____
Equity Shares of the Company give consent pursuant to section 101(1) of the Companies Act, 2013 for the Extraordinary
General Meeting to be held on March 14, 2025 at 04.30 pm at a shorter notice.

(Name of the Shareholder)

ROUTE MAP

Extra-Ordinary General Meeting:

March 14, 2025

Venue:

At -
JP Techno Park, 4th Floor,
3/1 Millers Road
Bangalore - 560052

Route Map to JP Techno Park

