



## **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

+9180-40453453 || +9180-40453409 || compliance@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 the Extra-Ordinary General Meeting of the members of the Company will be held on Tuesday, the 15th day of April, 2025, at 04.00 P.M. at JP Techno Park, 4<sup>th</sup> Floor, 3/1, Millers Road, Bangalore - 560001, to transact the following business:

#### **SPECIAL BUSINESS:**

#### **1. APPROVAL TO ALTER 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, be and is hereby accorded to the Company to amend the articles of association of the Company, as mentioned below:

- I. Deletion of clause no. d, e, f1, g, h, j, k, l, m, m1, n1, q1, t1, t2, t3, t4, t5, t6, t7, t8, u, x, y, z, z1, cc1, dd, hh2 from Article 2 (Interpretation);
- II. Alteration to clause ee) of Article 2: The present clause ee) of Article 2 be replaced by the below clause ee) of Article 2:

Article 2(ee): The Directors” means the Directors for the time being of the Company or the Directors assembled at the Board and includes Nominee Director(s).

- III. Deletion of Article 5;
- IV. Deletion of Article 13;
- V. Deletion of Article 19;
- VI. Deletion of Article 20;
- VII. Deletion of Article 22;
- VIII. Deletion of Article 23;
- IX. Deletion of Article 24;
- X. Deletion of Article 24A;

- XI. Deletion of Article 25;
- XII. Deletion of Article 31;
- XIII. Deletion of Article 32;
- XIV. Deletion of Article 41;
- XV. Deletion of Article 42;
- XVI. Deletion of Article 43;
- XVII. Deletion of Article 73;
- XVIII. Deletion of Article 74;
- XIX. Deletion of Article 74A;
- XX. Deletion of Article 74B;
- XXI. Deletion of Article 75;
- XXII. Alteration to Article 76: The present Article 76 be replaced by the below Article 76:

Article 76: Notwithstanding anything herein (including Articles 7, 18, and 21) (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 560052



Place: Bangalore  
Date: April 02, 2025

**NOTES:**

1. A statement setting out material facts, pursuant to section 102 of the Companies Act, 2013 (the Act), with respect to the item 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 560052



Place: Bangalore

Date: April 02, 2025

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

### Agenda No. 1

The members are hereby informed that the Company had issued Non-Convertible Debentures to an extent of Rs.325 Crores ('NCD 1') and Non-Convertible Debentures to an extent of Rs. 700 Crores ('NCD 2') on a private placement basis and availed a term loan amounting to Rs. 485 Crores ('CJD Obligations'). The members are further informed that Century Real Estate Holdings Pvt Ltd, Holding Company, had availed a term loan of Rs. 390 Crores ('CREH Obligations'). The Company had extended certain securities and guarantee in favour of IDBI Trusteeship Services Limited ('Debenture Trustee 1/ Security Trustee') for securing repayment of CJD Obligations and CREH Obligations. The members are further informed that Suruchi Properties Private Limited ('Suruchi'), Wholly-owned subsidiary company had issued Non-Convertible Debentures to an extent of Rs. 450 Crores ('NCD 3'/'Suruchi Obligations'), for which at the request of Suruchi, the Company had extended certain securities and guarantee in favour of Vistra ITCL (India) Limited ('Debenture Trustee 2') for securing repayment of Suruchi Obligations

As a result of the aforementioned transactions, the Company, in its capacity as issuer/borrower/security provider, had previously amended its Articles of Association ('AoA') to incorporate certain terms of the related Debenture Trust Deeds and Facility Agreements. With the CREH Obligations having been fully repaid and the CJD Obligations partially repaid, and having received the no objection certificates from the Debenture Trustee 1/ Security Trustee dated February 10, 2025 and March 24, 2025, it is now proposed to amend the AoA by removing the clauses associated with these obligations.

In accordance with Section 14 of the Companies Act, 2013, the approval of the shareholders is being sought by way of a Special Resolution to effect the necessary amendments to the AoA. A draft of the amended AoA is being circulated along with the notice of this meeting and will be available for inspection by the shareholders at the Registered Office of the Company during business hours.

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

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 560052



Place: Bangalore

Date: April 02, 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 APRIL 15, 2025

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

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

- Name : .....  
Address : .....  
Email id : .....  
  
Signature : .....  
or failing him
- 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 Tuesday, the 15<sup>th</sup> day of April 2025 at 04.00 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 to alter 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 APRIL 15, 2025  
(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

**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/Authorised Representative of \_\_\_\_\_ 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 Tuesday, April 15, 2025 at 04.00 P.M on a shorter notice.

\_\_\_\_\_  
(Name of the Shareholder)

**ROUTE MAP**

**Extra-Ordinary General Meeting:**  
April 15, 2025

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

**Route Map to JP Techno Park**

