



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,

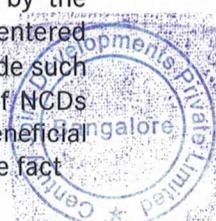
Notice is hereby given that the Extra-Ordinary General Meeting of the members of the Company will be held on Thursday, the 22nd day of May, 2025, at 04.00 P.M. at JP Techno Park, 4th Floor, 3/1, Millers Road, Bangalore - 560001, to transact the following business:

SPECIAL BUSINESS:

1 APPROVAL FOR CREATION OF SECURITY, PLEDGE AND PROVISION OF CORPORATE GUARANTEE UNDER SECTION 185 OF THE COMPANIES ACT, 2013 TO SECURE REPAYMENT OF THE NON-CONVERTIBLE DEBENTURES TO BE ISSUED BY SURUCHI PROPERTIES PRIVATE LIMITED

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 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 the board of directors of the Company (**“Board”**) (which term shall include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers under this resolution) and/or any person(s) as may be authorised by the Board to (a) provide any security (including, but not limited to, a first ranking exclusive charge, by way of mortgage, over the 99% partnership interest of M/s Century Northside (**“CN”**) held by the Company, and a first ranking exclusive pledge by each of the Company and Mr. P. Ravindra Pai (*holding the shares as a nominee of the Company*) over the shares and securities of Suruchi Properties Private Limited, a subsidiary of the Company (**“Subsidiary”**) constituting 100% of the share capital of the Subsidiary) in favour of Vistra ITCL (India) Limited acting as the debenture trustee (**“Debenture Trustee”**), for the benefit of the debenture holders of the fully paid up, senior, secured, rated and listed non-convertible debentures having a face value of INR 1,00,000/- (Indian Rupees one lakh only) each, aggregating not more than INR 450,00,00,000/- (Indian Rupees four hundred and fifty crore only) to be issued on a private placement basis, in dematerialized form (**“NCDs”**) by the Subsidiary, (b) secure / guarantee (including by way of a shortfall undertaking in the event the Subsidiary is unable to meet its payment obligations in relation to the NCDs) the repayment/redemption of the NCDs together with the coupon, interest, accrued premium, make whole amount, default interest, premature redemption amount, fees (including the fees payable to the Debenture Trustee and account bank), costs, charges and expenses and all other amounts outstanding or payable by the Subsidiary, in respect of the NCDs under the terms of the transaction documents to be entered into in relation to such issuance of the NCDs (**“Transaction Documents”**), and (c) provide such other undertakings, guarantees and/or security as may be required for the issuance of NCDs by the Subsidiary, from time to time, in their absolute discretion, as may be deemed beneficial and in the interest of the Company. The members of the Company have taken note of the fact



that the proceeds of the NCDs will be utilized by the Subsidiary for its principal business activity.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the Transaction Documents, security, guarantee, undertakings and other documents as it may, in its absolute discretion, deem appropriate, including negotiate, decide and finalise the terms and conditions of the Transaction Documents, and any other security so required to be given or guarantee and other contractual comforts so required to be provided, and to execute all such acts, deeds, documents and other writings as may be required for this purpose and 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.”

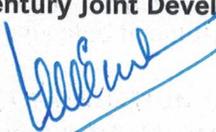
2 CONTINUATION OF DIRECTORSHIP OF MR. VIVEKANANDA NAYAK AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws (including any statutory modification or re-enactment thereof), approval of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Vivekananda Nayak (DIN: 03065394) as a Non-Executive Director Non-Independent Director on the Board of the Company for a term of five years effective from April 01, 2025 till March 31, 2030.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds, and things necessary or incidental to give effect to this resolution.”

By Order of the Board of Directors
For Century Joint Developments Private Limited


Vivekananda Nayak
Director (DIN: 03065394)
No, 10/1 Ground Floor, Lakshminarayana Complex,
Palace Road, Bangalore 560052



Place: Bangalore
Date: May 20, 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. 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.
 6. 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.
 7. 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.
 8. 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

Vivekananda Nayak
Director (DIN: 03065394)
No, 10/1 Ground Floor, Lakshminarayana Complex,
Palace Road, Bangalore 560052



Place: Bangalore
Date: May 20, 2025

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

Agenda No. 1

It is brought to the notice of the shareholders of the Company that Suruchi Properties Private Limited ("SPPL"), the subsidiary company of the Company is proposing to issue senior, secured, rated and listed non-convertible debentures ("NCDs") for an aggregate nominal amount of up to INR 450,00,00,000/- (Indian Rupees four hundred and fifty crore only), the proceeds of which shall be utilized by SPPL for its business activities.

To facilitate the issuance of the said NCDs, SPPL has requested the Company to provide support in the form of:

- (i) corporate guarantee; and
- (ii) extension of certain assets of the Company as security for securing the repayment obligations of the NCDs.

It is further informed to the shareholders of the Company that pursuant to the provisions of Section 185(2) of the Companies Act, 2013, the Company is required to obtain the approval of the shareholders by passing a special resolution at a general meeting for providing the assets of the company as security and approval for extension of guarantee by the company for securing the repayment of the NCD's issued by SPPL.

A copy of the relevant Documents will be made available for inspection without any fee by the Members at the venue of the Meeting till the conclusion of this Extra Ordinary General Meeting. Accordingly, the Board recommends the Special Resolution as set out in Agenda No. 1 of the Notice for your approval in the best interest of the Company. Hence, the Board of Directors of your Company recommends this special resolution.

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

Agenda No. 2

Pursuant to Regulation 62(D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**"), the continuation of a Director serving on the Board of Directors of a high value debt listed entity as on March 31, 2025, without the approval of the shareholders for the last five years shall be subject to the approval of the shareholders in a general meeting held after March 31, 2025.

Mr. Vivekananda Nayak (DIN: 03065394) was appointed as a Non-Executive Non-Independent Director of the Company w.e.f May 04, 2010. In compliance with the provisions of Regulation 62(D), the resolution for approval for continuation of Mr. Vivekananda Nayak as a Non-Executive Non-Independent Director is being placed before the members for their approval.

Except Mr. Vivekananda Nayak, none of the other directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested in passing of the said resolution.

By Order of the Board of Directors
For Century Joint Developments Private Limited

Vivekananda Nayak
Director (DIN: 03065394)
No, 10/1 Ground Floor, Lakshminarayana Complex,
Palace Road, Bangalore 560052



Place: Bangalore
Date: May 20, 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 MAY 22, 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 Tuesday, the 22nd day of May 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 for creation of security, pledge and provision of corporate guarantee under section 185 of the Companies Act, 2013 to secure repayment of the non-convertible debentures to be issued by Suruchi Properties Private Limited; and
- Continuation of Directorship of Mr. Vivekananda Nayak as a Non-Executive Non-Independent Director

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 MAY 22, 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, May 22, 2025 at 04.00 P.M on a shorter notice.

(Name of the Shareholder)

ROUTE MAP

Extra-Ordinary General Meeting:
May 22, 2025

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

Route Map to JP Techno Park

