

VR DAKSHIN PRIVATE LIMITED

(Formerly Sugam Vanijya Holdings Private Limited)

Corporate Identity Number: U74899KA1987PTC070519

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of VR Dakshin Private Limited will be held at shorter notice on Thursday, October 17, 2024, at 10:00 a.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The venue of the meeting shall be deemed to be the Registered Office of the Company situated at VR Bengaluru, No. 11b, Sy No. 40/9, Devasandra Industrial Area, 2 Stage, Kr. Puram, Hobli, Bangalore – 560048, Karnataka, to transact the following business:

SPECIAL BUSINESS:

1. **To consider and approve the amendment in terms of Inter Corporate Deposit granted to North Delhi Metro Mall Private Limited (NDMMPL).**

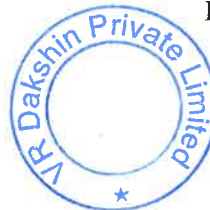
To consider, and if thought fit, to pass the following resolution, with or without modifications, as **Special Resolution:**

“RESOLVED THAT the consent of the Members of the Company, be and is hereby accorded, to sign and execute the Letter Agreement and Security Agreement, as placed before the members, for calculation of IRR and for subordination of the Inter Corporate Deposits (ICDs) granted to North Delhi Metro Mall Private Limited (NDMMPL), respectively, until the final settlement date of Series C1 Debentures of NDMMPL at such other terms and conditions as mentioned therein.

RESOLVED FURTHER THAT Mr. Rohan Anand, Director and/or Ms. Rashmi Sharma, Company Secretary of the Company (“Authorised Signatories”), be and are hereby severally authorized to prepare, file, sign, execute and submit the Letter Agreement and Security Agreement, and /or any other necessary papers, letter, agreement, deed and documents incidental thereto, for and on behalf of the Company, and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT a true copy of the above resolutions duly certified by Company Secretary of the Company be submitted with any concerned authority/body/regulator/bank or any other authorities/entities as and when required by them.”

By Order of the Board of Directors
For **VR Dakshin Private Limited**



Rashmi Sharma
Company Secretary

Membership no.: A42988

Date: October 17, 2024

Place: Gurugram

Registered Address: VR Bengaluru, Plot No. 11B, Sy No. 40/9,
Dyvasandra Industrial Area Stage II, KR Puram Hobli Bengaluru -560 048, Karnataka
Website: www.vrdakshin.com; Tel +91 96634 67772

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") has permitted the holding of the Extra-ordinary General Meeting ("EGM") through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the EGM of the Company is being held through VC/OAVM. The proceedings of the EGM are deemed to be conducted at the Registered Office of the Company.
2. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company situated at VR Bengaluru, No. 11b, Sy No. 40/9, Devasandra Industrial Area, 2 Stage, Kr. Puram, Hobli, Bangalore – 560048, Karnataka, which shall be the deemed Venue of the EGM. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the EGM and hence the Proxy Form is not annexed to this Notice. Any Body Corporate is entitled to appoint an authorized representative to attend the EGM through VC/OAVM, participate thereat, and cast their votes through e-voting.
4. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, Attendance Slip is not annexed to this Notice.
5. Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company.
7. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.



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8. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Company will provide facility for audio visual participation in EGM Weblink/recording etc.
10. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM:
 - The Members will be provided with a facility to attend the EGM through VC/OAVM through the Microsoft Teams/Zoom platform and they may access the same from the link sent at their registered email address. On clicking this link, the Members will be able to attend and participate in the proceedings of the EGM.
 - The facility for joining the meeting shall be kept open for at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
 - The confidentiality of the password and other privacy issues associated with the designated email address shall be strictly maintained by the Company at all times. Due safeguards with regard to authenticity or email address(es) and other details of the members shall also be taken by the Company.
 - Members may join the EGM through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to allow camera and to use Internet with a good speed to avoid any disturbance during the EGM. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
 - The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, for all those Members who are present during the EGM through VC/OAVM.
 - Only those Members who will be present at the EGM through VC/OAVM facility and are otherwise not barred from doing so, shall be eligible to vote at the EGM.
 - Members who need assistance before or during the EGM may contact by e-mailing at cs_vrb@vrbharat.com.



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11. The Chairman may decide to conduct voting by show of hands as the number of members is less than 50, unless a demand for poll is made by any member, in accordance with section 109 of the Companies Act, 2013 and the rules made thereunder. In case of a poll on any resolution at the EGM, members are requested to convey their vote at cs_vrb@vrbharat.com.
12. The Company ensures that all other compliances associated with the provisions relating to general meetings viz. making of disclosures, inspection of related documents and registers, by members, including Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice along with Explanatory Statement, or authorizations for voting by bodies corporate, etc. as provided in the Act and the Articles of Association of the Company are made available for inspection through electronic mode.
13. Members who wish to inspect the relevant documents referred to in the Notice can send an email to cs_vrb@vrbharat.com up to the conclusion of this Meeting.
14. As per Section 118 of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, "No gifts, gift coupons or cash in lieu of gifts shall be distributed to the members in connection with the meeting".
15. Disclosures with regard to the manner in which framework available for use by the members and clear instructions on how to access and participate in the meeting are clearly mentioned in this EGM Notice.



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

Item No. 1

To consider and approve the amendment in terms of Inter Corporate Deposit granted to North Delhi Metro Mall Private Limited (NDMMPL).

The Members shall be apprised that the Company has extended financial assistance to North Delhi Metro Mall Private Limited ("NDMMPL"), solely for the purpose of construction and development of the project being set up by NDMMPL, through Inter Corporate Deposit ("ICDs") pursuant to Inter-Corporate Deposit Agreement dated October 6, 2023 and Inter-Corporate Deposit Agreement dated March 01, 2024, including any amendments thereto (**collectively, the "ICD Agreements"**), each carry an interest of 15% (fifteen percent) IRR compounded annually ("**ICD Interest**").

Further, NDMMPL is now in the process of raising funds by way of issuance and allotment of up to 2,000 (two thousand) unlisted, unrated, senior, secured, redeemable non-convertible debentures ("**Series C1 Debentures**"), in one or more tranches, on a private placement basis to certain parties ("**Series C1 Debenture Holders**") for a tenure of up to 3 (three) years from the respective date of allotment, which shall carry an interest rate of 20% (twenty percent) per annum compounded annually and payable quarterly plus an arranger fee of 2% (two percent) + GST (*collectively*, "**Series C1 Interest Rate**").

Pursuant to the terms of the Shareholders' Agreement of NDMMPL, 'Further Securities' (*as defined in the Shareholders' Agreement of NDMMPL*), includes Series C Debentures, ICDs and proposed Series C1 Debentures, which shall carry an IRR of 15% (fifteen percent) per annum ("**Agreed IRR**").

In light of the above, NDMMPL has requested the Company to sign and execute:

1. Letter Agreement to amend the ICD Interest in such manner and other terms and conditions as specified therein, so that the Further Securities (issued or proposed to be issued by NDMMPL in terms of Section 3.4 of its Shareholders' Agreement) collectively carry the Agreed IRR payable by NDMMPL.
2. Security Agreement for subordination of ICDs to the Series C1 Debentures of NDMMPL until the final settlement date of Series C1 Debentures.

The copy of the Letter Agreement and Security Agreement has been enclosed along with this Notice.

None of the Directors/Key Managerial Personnel except Mr. Tariq Chinoy, Ms. Sumi Gupta and Mr. Pradeep Banerjee, being the common directors, and their relatives in any way concerned or interested in the said resolution.

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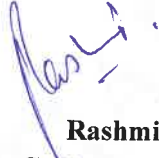
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The Board recommends the Special Resolution as set out in the accompanying Notice for the approval of the members in the interest of the Company.

By Order of the Board of Directors
For **VR Dakshin Private Limited**

Date: October 17, 2024
Place: Gurugram




Rashmi Sharma
Company Secretary
Membership no.: A42988