



NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT 04/2021-22 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF AGP DC INFRA TWO PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, 02ND DAY OF MARCH, 2022 AT REGISTERED OFFICE OF THE COMPNY SITUATED AT ASSETZ HOUSE, 30, CRESCENT ROAD, BENGALURU 560001 AT 2.30 PM

SPECIAL BUSINESS:

ITEM NO I

TO OFFER AND ISSUE 10,037,680 EQUITY SHARES, 15,054,588 COMPULSORILY CONVERTIBLE DEBENTURES (CCDs) AND 30,11,600 COMPULSORILY CONVERTIBLE PREFERENCE SHARES (CCPS) ON PRIVATE PLACEMENT BASIS TO THE INITIAL SHAREHOLDERS

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

“**RESOLVED THAT** pursuant to Section 42, 55, 62, and 71 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time, to the extent applicable, the consent of members/shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (“**Board**”) to, offer and issue

- i. 10,037,680 (ten million thirty seven thousand six hundred and eighty) equity shares of the Company of the face value of Rs. 10 (Rupees Ten only) each (“**Shares**”) to the Initial Shareholders for a total consideration of Rs. 100,376,800 (Rupees Hundred Million Three Hundred and Seventy Six Thousand and Eight Hundred only)
- ii. 15,054,588 (fifteen million fifty four thousand five hundred and eighty eight)) compulsorily convertible debentures of the Company of the face value of Rs. 100 each (“**CCDs**”) to the Initial Shareholders for a total consideration of Rs. 1,505,458,800 (Rupees One Billion Five Hundred and Five Million Four Hundred and Fifty Eight Thousand only) which shall comprise of 8,030,940 Class A CCDs, 7,023,648 Class B CCDs.
- iii. 3,011,600 (three million eleven thousand and six hundred) compulsorily convertible preference shares of the Company of the face value of Rs. 100 each (“**CCPS**”) to the Initial Shareholders for a total consideration of Rs. 301,160,000 (Rupees Three Hundred and One Million One Hundred and Sixty Thousand only) which shall comprise of 1,505,800 Class A CCPS, 1,316,933 Class B

AGP DC Infra Two Private Limited
CIN: U70109KA2019PTC130430
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Tel: +91 80 4667 4000 Fax: +91 80 22374400





CCPS and 188,867 Class C CCPS (together referred to as “**Equity Securities**”) as per the terms and conditions set out in the draft letter of offer to the following investors (hereinafter collectively referred to as “**Initial Shareholders**”) as detailed herein below on private placement basis:

Sr. No.	Name of Proposed Allottee/Initial Shareholders	Address	No. and Type of Equity Security
1.	IDCCO Pte Ltd	104, Amoy Street # 02-01 Singapore- 069924	6,28,558 Equity Shares 188,867 Class C CCPS
2.	DEA Topco II LP	Maples Corporate Services Limited, PO Box 309 Uglan House, Grand Cayman, KY1-1104, Cayman Islands	5,019,340 Equity Shares 8,030,940 Class A CCDs 1,505,800 Class A CCPS
3.	National Investment and Infrastructure Fund, a trust created under the Indian Trusts Act, 1882, acting through its investment manager, National Investment and Infrastructure Fund Limited	4th Floor, UTI Towers, GN Block, Bandra Kurla Complex, Bandra East, Mumbai 400051 Islands	4,389,782 Equity Shares 7,023,648 Class B CCDs 1,316,933 Class B CCPS

“**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby severally authorized to do all acts in relation to the issuance of the abovementioned Equity Securities including but not limited to the following:

- i. approve and finalise, sign, execute and deliver documents including the letter of offer in Form PAS-4, maintain record of such private placement offer in PAS-5 and/or any other applicable form as per the requirements provided under the Companies Act, 2013.
- ii. To make any corrections, amendments, deletions, additions in the letter of offer and / or information memorandum relating to the proposed offer and to give any information, explanation, declaration and confirmations as may be required by the concerned authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of the Equity Securities under the offer and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of the Equity Securities, the utilization of the issue proceeds for the purpose stated in the offer letters and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek





any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the directors of the Company, be and are hereby severally authorised to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies and to take such necessary action as may be required for the purpose of offering the Equity Securities to the respective offerees in the manner specified above, and to submit all documents to the concerned authorities with respect to the same.”

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any Director, may be furnished to any person(s) as may be required.”

ITEM NO II

TO APPROVE THE DRAFT LETTER OF OFFER CUM APPLICATION TO BE ISSUED TO THE INITIAL SHAREHOLDERS

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

“RESOLVED THAT pursuant provisions of Section 42, 55, 62, 71, and other applicable provisions of the Companies Act, 2013 read with rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rules 9 and 18 of Companies (Share Capital and Debentures) Rules, 2014 and such other provisions (including any statutory modifications or re-enactment thereof) as may be applicable for the time being in force, draft Letter of Offer Cum Application in Form PAS-4 for issue of:

- i. 10,037,680 (ten million thirty seven thousand six hundred and eighty) equity shares of the Company of the face value of Rs. 10 (Rupees Ten only) each, aggregating to Rs. 100,376,800 (Rupees Hundred Million Three Hundred and Seventy Six Thousand and Eight Hundred only)
- ii. 1,50,54,588 (fifteen million fifty four thousand five hundred and eighty eight) compulsorily convertible debentures of the Company of the face value of Rs. 100 each aggregating to Rs. 150,54,58,800 (Rupees One Billion Five Hundred and Five Million and Four Hundred Fifty Eight Thousand Eight Hundred only) which shall comprise of 8,030,940 Class A CCDs, 7,023,648 Class B CCDs
- iii. 3,011,600 (three million eleven thousand and six hundred) compulsorily convertible preference shares of the Company of the face value of Rs. 100 each aggregating to Rs. 301,160,000 (Rupees Three Hundred and One Million One Hundred and Sixty Thousand only) which shall comprise of 1,505,800 Class A CCPS, 1,316,933 Class B CCPS and 188,867 Class C CCPS

be and is hereby approved.





RESOLVED FURTHER THAT pursuant to sections 42, 55, 62, and 71 of the Companies Act, 2013 read with rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rules 9 and 18 of Companies (Share Capital and Debentures) Rules, 2014 thereunder , any of the directors of the Company and authorized signatory, be and are hereby severally authorized to make any corrections, amendments, deletions, additions in the Offer Letter relating to the proposed offer and to give any information, explanation, declaration and confirmations as may be required by the offeree / concerned authorities.

RESOLVED THAT pursuant provisions of Section 42, 55, 62, and 71 and other applicable provisions of the Companies Act, 2013 read with rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rules 9 and 18 of Companies (Share Capital and Debentures) Rules, 2014 and such other provisions (including any statutory modifications or re-enactment thereof) as may be applicable for the time being in force, maintenance of record of offers in Form PAS-5, for the issue of securities as per above resolution, be and is hereby approved.

RESOLVED FURTHER THAT any of the directors of the Company, be and are hereby authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including, the Registrar of Companies (“RoC”), and to do all such acts and deeds that may be required for the purpose of the issuance that may be suggested by the RoC in the implementation of the aforesaid resolutions, and to authorize such person or persons to give effect to the above resolutions and to liaise with concerned authorities with regard to the same.”

ITEM NO III

TO APPROVE THE RECLASSIFICATION OF EXISTING COMPULSORILY CONVERTIBLE DEBENTURES

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

RESOLVED THAT pursuant to the SSHA and the consent of the existing debenture holders, approval of the shareholders is hereby accorded to the Company to change, vary, modify, amend and replace the terms of the existing CCDs and to reclassify 1,007,292 CCDs (having distinctive numbers 01 to 1007292) into 1,007,292 Class C CCDs which reclassification shall be deemed effective immediately and which terms of the Class C CCDs are set out in Annexure 2 to the shareholder resolution.”

ITEM NO IV

TO TAKE NOTE OF CONSENT OF SHORTER NOTICE OF EXTRAORDINARY GENERAL MEETING





To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution

“RESOLVED THAT pursuant to section 101 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, to convene Extra-Ordinary General Meeting on March 02, 2022 either through physical mode or through video conference or Other Audio Visual Means, at shorter notice.

“RESOLVED FURTHER THAT any of the directors of the Company, be and are hereby authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including, the RoC, and to do all such acts and deeds that may be required for the purpose of the issuance that may be suggested by the RoC in the implementation of the aforesaid resolutions, and to authorize such person or persons to give effect to the above resolutions and to liaise with concerned authorities with regard to the same.”

**For and on behalf of the Board
For AGP DC INFRA TWO PRIVATE LIMITED**

A handwritten signature in black ink, appearing to read 'Somasundaram Thirupathi', is written over the circular stamp.



**SOMASUNDARAM THIRUPATHI
Director**

DIN: 07016259

Place: Bangalore

Date: March 02, 2022

NOTES:

1. A Member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in the form annexed hereto must be lodged at the registered office of the Company not later than 48 hours before the commencement of the meeting. The blank proxy form is enclosed. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
2. Members are requested to please bring duly filled attendance slip at the meeting which is enclosed.
3. The explanatory statement pursuant to provisions of section 102 of the Companies Act 2013, with regards to special business, is attached.
4. Shareholders are required to intimate changes in their addresses, if any.
5. Shareholders are requested to register their E mail ID with the company to enable the company to send all communication including notice of the meeting electronically.
6. On account of threat posed by COVID-19 pandemic situation, the company is sending EGM Notice in electronic form also in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020 and modification / extension made thereto:
 - a) Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, shareholders who have not registered their email address and in consequence of the notice could not receive the notice electronically may get their email address registered with the Company by sending a mail to compliance@assetzproperty.com In case of any queries, shareholder may write to compliance@assetzproperty.com
 - b) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, by writing an email to compliance@assetzproperty.com.
 - c) Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with the Company to enable servicing of notices / documents / Annual Reports electronically to their email address.
 - d) Members can send their questions/ queries prior to the date of the meeting by sending an email to compliance@assetzproperty.com. Members can raise queries/questions regarding Items specified herein above only. Please avoid any queries which are irrelevant to the topic.

ROUTE MAP TO THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING

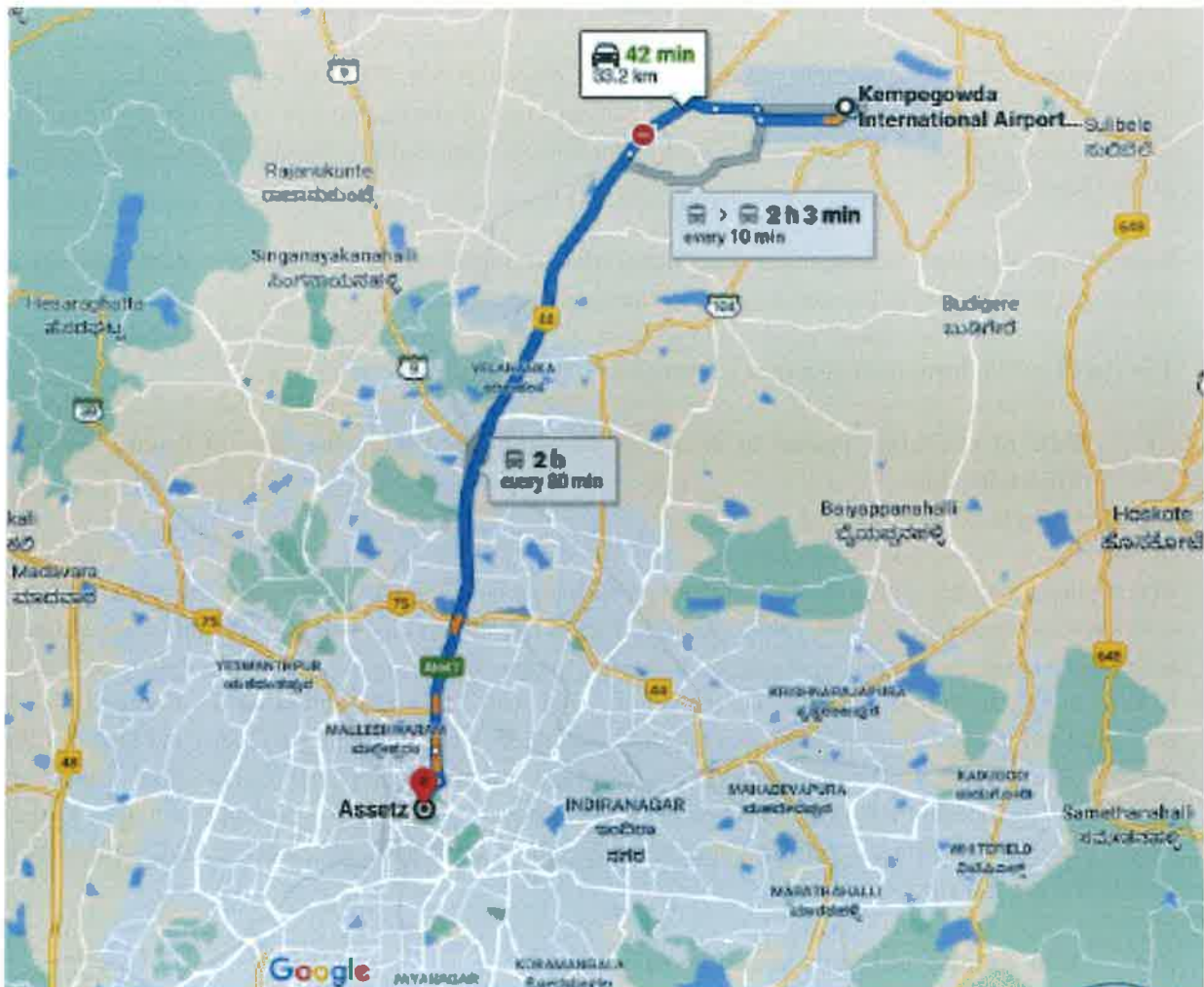
Extra-Ordinary General Meeting:

to be held at 2.30 PM

Venue:

AGP DC INFRA Two Private Limited

Assetz House, 30, Crescent Road, Bengaluru- 560001.



Explanatory statement pursuant to provisions of section 102 of the Companies Act 2013

Resolution at Item No. 1

The Board is contemplating issue of 10,037,680 (ten million thirty seven thousand six hundred and eighty) equity shares of face value of INR 10 each (Rupees Ten Only) aggregating to INR 100,376,800 (Rupees Hundred Million Three Hundred and Seventy Six Thousand and Eight Hundred only), 1,50,54,588 (fifteen million fifty four thousand five hundred and eighty eight) CCDs of face value of INR 100 each (Rupees One Hundred Only) aggregating to INR 150,54,58,800 (Rupees One Billion Five Hundred and Five Million and Four Hundred Fifty Eight Thousand Eight Hundred only) and 3,011,600 (three million eleven thousand and six hundred) CCPS of face value of INR 100 each (Rupees one hundred only) aggregating to Rs. 301,160,000 (Rupees Three Hundred and One Million One Hundred and Sixty Thousand only) (together referred to as “**Equity Securities**”) by making offer to subscribe to Equity Securities of the Company.

The Equity Securities will be subject to terms and conditions as contained in the letters of offer.

In accordance with the applicable provisions of the Companies Act, 2013 the rules made there under, as amended till date, the Company proposes to obtain approval of shareholders by way of special resolution for the issuance of Equity Securities. The Board, therefore, recommends the Special Resolution for approval of the shareholders.

None of the Directors, managers or key managerial personnel of the Company or their relatives are concerned or interested in the said Resolution financially or otherwise.

The details of the proposed issuance of securities are provided below:

- (i) Date of resolution passed by Board of Directors approving the issue of Equity Securities
March 02, 2022**
- (ii) Objects of the issue**

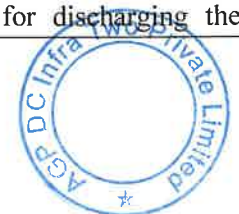
The amounts shall be utilized by the Company to discharge its obligation with respect to payment of initial consideration amounting to INR 1,906,995,600 (Rupees one billion nine hundred six million nine hundred ninety five thousand and six hundred) pursuant to the terms agreed under the Memorandum of Understanding and other definitive agreements entered with Mukand Limited by the Company for the acquisition of land comprised under various survey numbers located at villages Kalwa and Dighe, within the limits of Thane Municipal Corporation and Navi Mumbai Municipal Corporation, Taluka and registration district and sub-district Thane, in India, admeasuring in aggregate approximately 1,90,230 square meters along with covered land bearing survey number 50 (part) admeasuring 1,042 square meters and for the general corporate purpose.

- (iii) Total number of Equity Securities to be issued**



Type of security	Number of securities offered
Compulsorily Convertible Debentures	1,50,54,588
Compulsorily Convertible Preference Shares	3,011,600
Equity shares	10,037,680

(a)	Particulars of the offer including date of passing of Board resolution	The Board of Directors accorded their consent to issue securities mentioned in point b below, through private placement basis, in their meeting held on March 02, 2022.
(b)	Kinds of securities offered and the price at which security is being offered	10,037,680 Equity Shares of Rs. 10 each 1,50,54,588 compulsorily convertible debentures of Rs. 100 each which comprises of 8,030,940 Class A CCDs, 7,023,648 Class B CCDs 3,011,600 compulsorily convertible preference shares of Rs. 100 each which comprises of 1,505,800 Class A CCPS, 1,316,933 Class B CCPS and 188,867 Class C CCPS
(c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Bases on the fair value arrived by the Registered Valuer. Copy of the Valuation Certificate is attached.
(d)	Name and address of valuer who performed valuation	Rishit Jain – Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/11822) C/o: SC Mehra & Associates # 752, 10th Main, 5th Cross, BSK 1st stage, 2nd Block, Bangalore – 560050
(e)	Amount which the company intends to raise by way of such securities	Rs. 1,906,995,600
(f)	material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as	Material terms of securities – attached Proposed time schedule- Within 05 days from the date of receipt of subscription amount The amounts shall be utilized by the Company towards the main object of the company and for discharging the



	<p>part of the offer or separately in furtherance of objects; principle terms of assets charged as securities</p>	<p>consideration for acquisition of land pursuant to the terms of Memorandum of understanding and other definitive documents entered with Mukand Limited and other general corporate purpose</p> <p>Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects – contribution towards Equity Shares – Rs. 62,85,580 and towards Class C CCPS Rs. 1,88,86,700.</p> <p>Principle terms of assets charged as securities -None, securities are unsecured.</p>
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Resolution at Item No. 2:

The Company is proposing to offer and issue Equity Securities to the Offeree through an offer letter the record of which is to be maintained in the prescribed format.

As per the provisions of the Companies Act 2013, the terms of the offer letter are required to be approved by the shareholders of the Company. Copy of the draft offer letter and its record is being circulated along with this notice to all the shareholders of the Company.

None of the directors of the Company are concerned or interested, either directly or indirectly, in the proposal contained as aforesaid.

In view of above, the board of directors recommends the passing of the resolutions set out at Item No 2 as a **Special Resolution**.

The nature of concern or interest, financial or otherwise, if any, in respect of this item of proposed business to be transacted is as follows –

- | | | |
|-----|--|--------|
| i | Directors of the Company | : None |
| ii | Key Managerial Personnel of the Company | : None |
| iii | Relatives of Directors and Key Managerial Personnel of the Company | : None |

Resolution at Item No. 3:

The Company is proposing to reclassify Existing CCDs (having distinctive numbers 01 to 1007292) into 1,007,292 Class C CCDs, through a consent letter from the existing debenture holder.

None of the directors of the Company are concerned or interested, either directly or indirectly, in the proposal contained as aforesaid.





In view of above, the board of directors recommend the passing of the resolutions set out at Item No 3 as an **Ordinary Resolution**.

The nature of concern or interest, financial or otherwise, if any, in respect of this item of proposed business to be transacted is as follows –

- | | | |
|-----|--|--------|
| i | Directors of the Company | : None |
| ii | Key Managerial Personnel of the Company | : None |
| iii | Relatives of Directors and Key Managerial Personnel of the Company | : None |

**For and on behalf of the Board
For AGP DC INFRA TWO PRIVATE LIMITED**

A handwritten signature in black ink, appearing to read 'Somasundaram Thirupathi', is written over the circular stamp.

SOMASUNDARAM THIRUPATHI
Director

DIN: 07016259

Place: Bangalore

Date: March 02, 2022

