

**THE
EXECUTIVE
CENTRE**

Date: April 22, 2025

Dear Members,

This is to inform that the 01/2025-26 Extra-Ordinary General Meeting (“**EGM**”) of the Members of Executive Centre India Private Limited (“**the Company**”) is scheduled to be held at a shorter notice on Tuesday, April 22, 2025, at 02.00 P.M. HKT at Level 3, The Factory, 1 Yip Fat Street, Wong Chuk Hang, Hong Kong.

The notice of the meeting, containing the details of the business to be transacted, is enclosed.

Thanking You,

For EXECUTIVE CENTRE INDIA PRIVATE LIMITED

Jeffrey Edward Peck

Director

DIN: 07108689

Address: 3/f, Wilshire Park, 12-14
Macdonnell Road,
Na, 0, Hong Kong, Hong Kong

Enclosures:

1. Notice of the EGM along with Explanatory Statement
2. Attendance Slip
3. Route Map



**Executive Centre India Private
Limited**

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Corporate Identity Number (CIN): U74999MH2008FTC182125

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NOTICE

SHORTER NOTICE is hereby given that the 01/2025-26 Extra-Ordinary General Meeting (“**EGM**”) of the Members of Executive Centre India Private Limited (“**the Company**”) is scheduled to be held on Tuesday, April 22, 2025 at 2.00 p.m. HKT at Level 3, The Factory, 1 Yip Fat Street, Wong Chuk Hang, Hong Kong. , to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE APPOINTMENT OF MR. PAUL DANIEL SALNIKOFF (DIN: 02127416) AS MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER (“CEO”) OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any and to the extent applicable and required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which shall include any Committee thereof for the time being in force exercising the powers conferred upon it by the Board), the Members of the Company hereby approve appointment of Mr. Paul Daniel Salnikoff (DIN: 02127416) as the Managing Director & CEO of the Company, liable to retire by rotation, for a period of five (5) years with effect from 15th May 2025 upon the terms and conditions, as set out in the explanatory statement which is annexed below with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Paul Daniel Salnikoff (DIN: 02127416).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) where in any financial year during the currency of the tenure of Mr. Paul Daniel Salnikoff (DIN: 02127416) as the Managing Director & CEO of the Company, the Company has no profits or its profits are inadequate, may alter and vary the terms and conditions of the said appointment and/or remuneration including perquisite as it may deem fit and as may be acceptable to Mr. Paul Daniel Salnikoff (DIN: 02127416) as provided under Schedule V of the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and are hereby severally authorised to make application, file forms, etc. and to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution, including but not limited to, filing of the necessary forms with the Registrar of Companies, settling all questions, difficulties or doubts that may arise, submit such other documents and information as may be required by any regulatory authority,



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accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority and engage in any other communication with any regulatory authority in order to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”

ITEM NO. 2: TO APPROVE THE APPOINTMENT AND REMUNERATION OF MR. MURALI NEELAKANTAN HAVING (DIN: 02453014) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 16, 17 and any other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association of the Company and upon approval of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to appoint Mr. Murali Neelakantan (DIN: 02453014), who possesses relevant expertise and experience and is not disqualified under Section 164(2) of the Companies Act and who has signified his consent to act as an Independent Director of the Company, and has submitted a declaration that he meets the criteria for appointment as an Independent Director under the Section 149(6) of the Act and the Regulation 16 of the SEBI Listing Regulations, and is eligible for appointment, be and is hereby appointed as an Independent Director on the Board of Directors of the Company (the “**Board**”), who shall hold office for a term of five years commencing on 22nd April, 2025, and not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Murali Neelakantan, having (DIN: 02453014), shall be entitled to receive sitting fees of INR 75,000 (Rupees Seventy-Five Thousand only) per meeting for attending meetings of the Board or any committees thereof and as may be determined or revised by the Board from time to time.

RESOLVED FURTHER THAT subject to the provisions of Section 149, 197, 198 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act and Regulation 17 of SEBI Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association and upon approval of the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded to the Company to pay remuneration by way of commission and sitting fees. The commission payable shall be calculated as a percentage of profits which shall be set by the Board upon availability of the financial results for the previous financial year, which shall be determined annually. Total annual remuneration for Mr. Murali Neelakantan shall be a minimum of INR 40,00,000 (Rupees Forty Lakhs only), inclusive of sitting fees and commission, as an



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Independent Director of the Company in addition to reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof during his tenure with effect from 22nd April, 2025. In case of absence or inadequacy of profits in any of the financial year, the said minimum remuneration of INR 40,00,000 per annum shall be effective for the period of three years from 22nd April, 2025 upto 21st April, 2028, without requiring to obtain any further approval of the members.

In addition to the above, in case of adequate profits, a remuneration by way of profit related commission, as determined by the Board/ Nomination and Remuneration Committee, post considering the performance of the Company in the relevant financial year.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the appointment of Mr. Murali Neelakantan (DIN: 02453014), as an Independent Director of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

ITEM NO. 3: REGULARISATION OF THE APPOINTMENT AND REMUNERATION OF MR. ASHISH GUPTA HAVING (DIN: 11057018), AS THE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder [including any statutory modification(s) or any re-enactment(s) thereof for the time being in force), Mr. Ashish Gupta having (DIN: 11057018) who was appointed as an Additional Director of the Company with effect from 22nd April, 2025 and who holds office up to the date of this Extra-Ordinary General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Mr. Ashish Gupta, having (DIN: 11057018), shall be entitled to receive sitting fees of INR 75,000 (Rupees Seventy-Five Thousand only) per meeting for attending meetings of the Board or any committees thereof and as may be determined or revised by the Board from time to time.

RESOLVED FURTHER THAT subject to the provisions of Section 149, 197, 198 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act and Regulation 17 of SEBI Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association and upon approval of the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded to the Company to pay remuneration by way of commission and sitting fees. The commission payable shall be calculated as a percentage of profits which shall be set by the Board upon availability of the financial results for the previous financial year,



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which shall be determined annually. Total annual remuneration for Mr. Ashish Gupta shall be a minimum of INR 40,00,000 (Rupees Forty Lakhs only), inclusive of sitting fees and commission, as a Director of the Company in addition to reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof during his tenure with effect from 22nd April, 2025. In case of absence or inadequacy of profits in any of the financial year, the said minimum remuneration of INR 40,00,000 per annum shall be effective for the period of three years from 22nd April, 2025 upto 21st April 2028, without requiring to obtain any further approval of the members.

In addition to the above, in case of adequate profits, a remuneration by way of profit related commission, as determined by the Board/ Nomination and Remuneration Committee, post considering the performance of the Company in the relevant financial year.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the appointment of Mr. Ashish Gupta (DIN: 11057018), as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

ITEM NO. 4: REGULARISATION OF THE APPOINTMENT AND REMUNERATION OF MR. GEORGE RAYMOND ZAGE III HAVING (DIN: 11061694), AS THE DIRECTOR AND CHAIRPERSON OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder [including any statutory modification(s) or any re-enactment(s) thereof for the time being in force), Mr. George Raymond Zage III having (DIN: 11061694) who was appointed as an Additional Director of the Company with effect from 22nd April, 2025 and who holds office up to the date of this Extra-Ordinary General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director and Chairperson of the Company.

RESOLVED FURTHER THAT Mr. George Raymond Zage III, having (DIN: 11061694), shall be entitled to receive sitting fees of INR 75,000 (Rupees Seventy-Five Thousand only) per meeting for attending meetings of the Board or any committees thereof and as may be determined or revised by the Board from time to time.

RESOLVED FURTHER THAT subject to the provisions of Section 149, 197, 198 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act and Regulation 17 of SEBI Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association and upon approval of the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded to the Company to pay remuneration by



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way of commission and sitting fees. The commission payable shall be calculated as a percentage of profits which shall be set by the Board upon availability of the financial results for the previous financial year, which shall be determined annually. Total annual remuneration for Mr. George Raymond Zage III shall be a minimum of INR 40,00,000 (Rupees Forty Lakhs only), inclusive of sitting fees and commission, as an Director of the Company in addition to reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof during his tenure with effect from 22nd April, 2025. In case of absence or inadequacy of profits in any of the financial year, the said minimum remuneration of INR 40,00,000 per annum shall be effective for the period of three years from 22nd April, 2025 upto 21st April, 2028, without requiring to obtain any further approval of the members.

In addition to the above, in case of adequate profits, a remuneration by way of profit related commission, as determined by the Board/ Nomination and Remuneration Committee, post considering the performance of the Company in the relevant financial year.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the appointment of Mr. George Raymond Zage III (DIN: 11061694), as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”

ITEM NO. 5: CONVERSION FROM PRIVATE LIMITED COMPANY TO PUBLIC LIMITED COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 18 read with Section 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, each as amended and subject to receipt of any necessary approvals from any government, statutory or regulatory authority, including the Registrar of Companies, the consent and approval of the members of the Company be and is hereby accorded for the conversion of the Company from a private company limited by shares to a public company limited by shares and consequently, the name of the Company be and is hereby changed from **“Executive Centre India Private Limited”** to **“Executive Centre India Limited”** by deletion of the word **“Private”** from the name of the Company.

RESOLVED FURTHER THAT the word **“Private”** wherever appearing in the name of the Company in the memorandum of association and articles of association of the Company be and is hereby deleted.

RESOLVED FURTHER THAT any of the directors or Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and do all such acts, deeds,



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matters and things as may be required to be done to give effect to the above resolution.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”

ITEM NO. 6: AMENDMENT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY INCLUDING CHANGE IN OBJECT CLAUSE

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

“RESOLVED THAT pursuant to the provisions of Section 18, 13, and 15 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, each as amended and in order to align the Memorandum of Association of the Company with the requirements of the Companies Act, 2013, as amended, the existing Memorandum of Association of the Company be and is hereby substituted with an amended Memorandum of Association as placed before the shareholders of the Company and the same be approved and adopted by the shareholders of the Company, in total exclusion and substitution of the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT in accordance with Table A of Schedule I of the Companies Act, the Memorandum of Association of the Company be amended to rename and read the following clauses as: Clause III (A): ‘The objects to be pursued by the company on its incorporation are:’, Clause III (B): ‘Matters which are necessary for furtherance of the objects specified in clause III(A) are:’

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded, for substituting the existing Clause I consequent to conversion of Private Limited Company to Public Limited Company and adding Point 4 in Clause III (A) of the memorandum of association of the Company with the following clause:

“I. The Name of the Company is EXECUTIVE CENTRE INDIA LIMITED.”

“III. (A) The objects to be pursued by the company on its incorporation are:

.....

4. *To carry on and undertake the business of providing services whether as owners, co-owners, joint ventures, operators, franchisees, service providers, agents inclusive of other work performed by business for office spaces/ residential units/ flats/ society/ commercial spaces and all kinds of business/ living spaces within India and also to purchase, take on lease/hire, or otherwise acquire, construct, own, operate, run and manage and to carry on the business of providing housekeeping services, cleaning services, maintenance services, business and general consultancy services, courier services, data management services, electricity & water supply management services, security services, internet services, rent/ sale & maintenance of movable/ immovable properties including furniture & fixtures, rent/ sale of IT/electrical/ other equipment, sale of artificial/natural plants & flowers/ paintings/ interior design products. sale of clinical products (safety/ sanitizing),*



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sale of food & beverages including running of restaurants/ cafeteria/ canteens, sale of housekeeping materials, sale of newspapers & magazines and providing transportation/ commutation/ travelling facility and services including ticket booking, travel desk management services and all other incidental and other allied services and to provide for conveniences commonly provided to all kind of businesses/services/ factories/ industries/ societies/ customers/ consumers.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to file necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be required or desirable in connection with or incidental to give effect to the above resolution, including but not limited to, file the necessary application with the regulatory authorities, to settle all questions, difficulties or doubts that may arise, submit such other documents and information as may be required by any regulatory authority, accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority and engage in any other communication with any regulatory authority and publish necessary gazette notifications, if required, for and in connection with the proposed amendment to clauses of the Memorandum of Association of the Company, as may be required under the applicable laws, and filing of necessary forms with the Registrar of Companies, Mumbai and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”

ITEM NO. 7: ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 18, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in order to align the Articles of Association with the requirements of the Companies Act 2013, applicable to a public limited company, the draft of the amended articles, as placed before the members, be and is hereby approved and adopted as the Articles of Association of the Company, in total exclusion and substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the word “Private” wherever appearing in the name of the Company in the Articles of Association of the Company be and is hereby deleted.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to file necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”



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ITEM NO. 8: TO MORTGAGE / HYPOTHECATE/ PLEDGE AND/ OR CREATE CHARGE ON THE PROPERTIES/ ASSETS OF THE COMPANY AS A SECURITY TOWARDS BORROWINGS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

*To consider and, if thought fit, to give your assent or dissent to the following **Special Resolution**:*

“RESOLVED THAT pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”) and any other applicable laws and provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may in its absolute discretion determine, on all or any of the movable and/or immovable properties of the Company, both present and future

and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s), Trustee(s) and other bodies/persons, to secure the borrowings of the Company and/or Company’s subsidiaries/ affiliates/associate companies, availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and/or securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) and all other applicable provisions, if any, of the Act, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/ Deed(s) and Agreement (s)/Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s), in respect of the said loans/borrowings/securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s)/Trustee(s) as the case may be.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and are hereby authorized to arrange to fix the terms and conditions of all such borrowings from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or Officers of the Company to give effect to this resolution.”



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ITEM NO. 9: TO BORROW IN EXCESS OF THE LIMITS PROVIDED UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:

*To consider and, if thought fit, to give your assent or dissent to the following **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the “Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of monies, from time to time, in any form including but not limited to loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company’s business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to INR 1,00,00,00,00,000/- (Indian Rupees Ten Thousand Crores Only) over and above the aggregate, of the paid-up share capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT the Board or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Karnataka at Bengaluru, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt that may arise on this matter.”

ITEM NO. 10: TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act, (including any statutory modification or re-enactment thereof for the time being in force) and the rules framed thereunder the consent of the members on the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”) to, inter alia, give any loan to any person(s) or other body corporate(s); give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board at its absolute discretion deem beneficial



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and in the interest of the Company, including the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, in future, shall not exceed a sum of INR 1,00,00,00,00,000/- (Indian Rupees Ten Thousand Crores Only) in excess of the limits prescribed under section 186 of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby severally authorised to negotiate and finalise the terms and conditions and from time to time to take all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to negotiate, finalise and execute agreement(s) or such other document(s), by whatever name called and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any, as may be required, and to settle all matters arising out of and incidental thereto, and to sign and execute all agreements, deeds, applications, documents and writings that may be required and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental therewith.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby severally authorized to do such acts, deeds and things, as may be necessary.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”

For EXECUTIVE CENTRE INDIA PRIVATE LIMITED

Jeffrey Edward Peck

Director

DIN: 07108689

Address: 3/f, Wilshire Park, 12-14

Macdonnell Road,

Na, 0, Hong Kong, Hong Kong



**Executive Centre India Private
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Note:

- The meeting is being convened at shorter notice by virtue of the proviso to section 101(1) of the Companies Act, 2013.
- Corporate Members are requested to send duly certified true copies of Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Extra Ordinary General Meeting.
- The explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the special business, if any, is annexed hereto.
- All documents referred to in the notice or in the accompanying explanatory statement are available for inspection by members on all working days, except Sundays and public holidays, during the business hours of the Company prior to the date of the Extra Ordinary General Meeting and will also be available for inspection at the meeting.
- The Notice is being sent to all the Members whose names appear in the records of the Company as on April 22, 2025.
- Participation through electronic mode is not available.
- Members are also requested to confirm their email ID, or otherwise notify changes in the email ID, if there is any to which the Company could forward all communications, notices and copies of accounts. Members are requested to immediately inform the Company of their change of address.
- Route map has been provided.

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



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THE EXECUTIVE CENTRE

Item No. 1 –

TO APPROVE APPOINTMENT OF MR. PAUL DANIEL SALNIKOFF (DIN: 02127416) AS MANAGING DIRECTOR & CEO OF THE COMPANY:

Mr. Paul Salnikoff is the founder of The Executive Centre. He established The Executive Centre in Hong Kong in 1994 and as CEO has led the company over the past 30 years during which time the group has expanded to 16 countries, 36 cities, with over 225 locations.

Mr. Paul Salnikoff launched TEC in partnership with the Istethmar International Group, a Saudi backed global investment group, where Salnikoff also set up and ran their Asian property investment activities for six years. Salnikoff built a portfolio of investments that encompassed properties and developments in Hong Kong, China, Vietnam, and Australia. In August 2001, Salnikoff led a successful buyout of The Executive Centre from Istethmar.

Considering the proposed change in status of Company from Private Limited to Public Limited, the Board in its meeting held on April 22, 2025 had approved and recommended the appointment of Mr. Paul Daniel Salnikoff (DIN: 02127416) as the Managing Director & CEO of the Company with effect from 15th May 2025 for a tenure of 5 (five) years and liable to retire by rotation.

The terms of appointment including remuneration will be as under:

A. Tenure of appointment: The appointment of Mr. Paul Daniel Salnikoff (DIN: 02127416) as Managing Director & CEO of the Company is for a period of five years (5) years i.e., effective from 15th May 2025.

B. Nature of Duties: The appointee shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such Associated Companies/ Subsidiaries or any other Executive body or a Committee of such a Company.

C. Remuneration and perquisites: NIL

D. Salary: NIL

Additional Information of Mr. Paul Daniel Salnikoff as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is as below:

Mr. Paul Daniel Salnikoff (DIN: 02127416)



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S.No.	Particulars	Details
1.	Brief resume of the director	As mentioned above
2.	Educational Qualification	MBA
3.	Experience	Over 30 years
4.	Expertise in specific functional area	Business and management
5.	Skills and Capabilities	Business development
6.	Director Identification No.	02127416
7.	Date of first appointment in the Company	13/05/2008
8.	Date of birth/age	28/10/1962
9.	Directorships held in any listed Companies in India	Nil
10.	Membership in Committees in the Company, If any	Nil
11.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
12.	Shareholding in the Company	Nil
13.	Number of Board Meeting attended during the Year (FY 2024-25)	Five board meetings
14.	Sitting fees / Commission	Nil
15.	Disclosure of relationship between Directors inter se or between the director and the manager and other key managerial personnel of the company	Not applicable
16.	Details of listed entities from which the person has resigned in the past three years	Nil
17.	Terms and conditions of appointment along with details of remuneration	Appointed for a term of 5 years, terms and conditions as per the appointment letter.
18.	Details of the remuneration last drawn by such person, if applicable	Not applicable
19.	Details of remuneration to be paid	Nil

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 and applicable rules made thereunder, the Board recommends the Special Resolution as set out in Item No. 1 (Special Business) of the Notice for the approval of the members of the Company.

None of the Directors / Key Managerial Personnel of the Company other than Mr. Paul Daniel Salnikoff, are concerned or interested, financially or otherwise, in the resolution.

Item No. 2 –



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THE EXECUTIVE CENTRE

TO APPROVE THE APPOINTMENT OF MR. MURALI NEELAKANTAN HAVING (DIN: 02453014) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Members of the Company to be informed that pursuant to conversion of Company from Private to Public and also, as the Company is planning to go for Initial Public Offer (IPO), the Company is required to appoint Independent Director on the Board, as per Section 149 of the Act read with rules made thereunder and Regulation 17 of the SEBI Listing Regulations.

The Board of the Directors of the Company, at its meeting held on 22nd April 2025, had passed a resolution and recommended the appointment of Mr. Murali Neelakantan, DIN: 02453014, as an Independent Director of the Company for a period of 5 years w.e.f. 22nd April 2025. The Company has also received a declaration from the Director confirming the criteria of independence as prescribed under Section 149(6) of the Act read with relevant Rules and under Regulation 16(1)(b) of the SEBI Listing Regulations. Further, in the opinion of the Board, he fulfills the conditions of independence as specified in the Act and SEBI Listing Regulations.

The Company has received consent from him in writing to act as an Independent Director and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013.

The Board also approved the remuneration of up to INR 40,00,000 (Rupees Forty Lakhs only), by way of commission and sitting fees to Mr. Murali Neelakantan, DIN: 02453014, in addition to reimbursement of expenses for attending the meetings of the Board of Directors or Committees, if any thereof during his tenure with effect from 22nd April, 2025.

Further, where in any financial year(s) during the tenure of Mr. Murali Neelakantan, the Company has no profits or its profits are inadequate, the Company shall pay to the aforesaid Director in respect of such financial year(s) in which such inadequacy or loss arises, the remuneration in accordance with the provisions of Section 197 read with Schedule V to the Act or under the applicable provisions of SEBI Listing Regulations or under any other law for the time being in force, if any.

Murali Neelakantan is a dual-qualified lawyer (Indian advocate and English solicitor) with deep expertise in cross-border transactions. He has held leadership roles in top legal and corporate settings, excelling in policy advocacy, intellectual property, healthcare, life sciences, pharmaceuticals, and arbitration.

As Principal Lawyer at Amicus, he provides strategic legal counsel on M&A, governance, compliance, intellectual property, and regulatory matters. His work spans healthcare, telecom, financial services, and consumer goods, advising companies on high-stakes transactions, restructuring, and dispute resolution.

Currently, he serves as an Independent Director on the boards of TTK Prestige and TTK Healthcare, contributing to the NRC and risk management committees. He has also advised promoters on board and management transitions and played a key role in the strategy committee.



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A copy of the draft letter for the appointment of Mr. Murali Neelakantan setting out the terms and conditions of appointment is available for inspection without any fee, by the members of the Company. Mr. Murali Neelakantan is deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives is in any way concerned or interested in the proposed resolution.

The consent of the Members is sought for passing Special Resolution as set out in this Item No. 2 of the Notice for appointment of Mr. Murali Neelakantan as an Independent Director of the Company.

Additional Information of Mr. Murali Neelakantan as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is enclosed herewith as **Annexure A** and additional information as required in Schedule V of the Companies Act, 2013 is enclosed herewith as **Annexure B**.

Item No. 3 –

REGULARISATION OF THE APPOINTMENT OF MR. ASHISH GUPTA HAVING (DIN: 11057018), AS THE DIRECTOR OF THE COMPANY

Mr. Ashish Gupta was appointed as an additional director on the Board of the Company with effect from 22nd April 2025 pursuant to Section 161 of the Companies Act, 2013 to hold the office till the conclusion of ensuing Extra – Ordinary General Meeting.

Mr. Ashish Gupta serves as President & Director at Tiga Acquisition Corp II. He serves as a Commissioner at PT Delta Dunia Makmur. He serves as Managing Director at Tiga Investments. He served as Partner & Managing Director (Asia) at Farallon. He is also the Director & President of Tiga Acquisition since July 2020 and of Tiga Acquisition Corp. III, Tiga Acquisition Corp. IV, and Tiga Acquisition Corp. V since February 2021. Prior to July 2019, he was a partner and portfolio manager at Farallon Capital Asia. He is the Founder and serves as Board Member at Alchemo. He joined Farallon Capital Asia in February 2007. Prior to joining Farallon, he worked as an investment banker at Goldman Sachs & Co., Kotak Investment Banking, and ICICI Securities. He also serves on the board of a number of private companies. He received his Bachelor of Commerce degree from Shri Ram College of Commerce, Delhi, India in 1996 and his MBA from the Indian Institute of Management, Ahmedabad in 2002. His qualifications to serve on our board include his extensive experience with sourcing, evaluating, and monitoring investments, his wide range of deal experience, and his track record of managing investments throughout their entire life cycle.

In this regard, the Directors feel that the presence of Mr. Ashish Gupta on the Board is of utmost benefit to the Company. Accordingly, your directors recommend his appointment as Director on the Board of the Company and seek your approval to the resolution as appearing in Item no. 3 of the accompanying notice by way of Special Resolution.

The Board also approved the remuneration of up to INR 40,00,000 (Rupees Forty Lakhs only), by way of commission and sitting fees to Mr. Ashish Gupta, DIN: 11057018, in addition to reimbursement of expenses



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for attending the meetings of the Board of Directors or Committees, if any thereof during his tenure with effect from 22nd April, 2025.

Further, where in any financial year(s) during the tenure of Mr. Ashish Gupta, the Company has no profits or its profits are inadequate, the Company shall pay to the aforesaid Director in respect of such financial year(s) in which such inadequacy or loss arises, the remuneration in accordance with the provisions of Section 197 read with Schedule V to the Act or under the applicable provisions of SEBI Listing Regulations or under any other law for the time being in force, if any.

Additional Information of Mr. Ashish Gupta as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is enclosed herewith as **Annexure A** and additional information as required in Schedule V of the Companies Act, 2013 is enclosed herewith as **Annexure B**.

Mr. Ashish Gupta is deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way concerned or interested in the proposed resolution.

Item No. 4 –

REGULARISATION OF THE APPOINTMENT OF MR. GEORGE RAYMOND ZAGE III HAVING (DIN: 11061694), AS THE DIRECTOR AND CHAIRPERSON OF THE COMPANY

Mr. George Raymond Zage III was appointed as an additional director on the Board of the Company with effect from 22nd April, 2025 pursuant to Section 161 of the Companies Act, 2013 to hold the office till the conclusion of ensuing Extra – Ordinary General Meeting.

Mr. George Raymond Zage III, holds a Bachelor of Science degree from the University of Illinois, USA and holds the CPA designation. He has expertise and competencies in the fields of finance and investment. Mr. Zage is a citizen of the Republic of Singapore, and has worked in various roles including Vice President of Investment Banking at Goldman Sachs & Co., Independent Director of Transpac Industrial Holdings Ltd, Founder and as Senior Advisor and Portfolio Manager at Farallon Capital Management LLC. Currently, he serves as Chief Executive Officer of Tiga Investments Pte Ltd and as a Non-executive Director of Whitehaven Coal Limited.

In this regard, the Directors feel that the presence of Mr. George Raymond Zage III on the Board is of utmost benefit to the Company. Accordingly, your directors recommend his appointment as Director on the Board of the Company and seek your approval to the resolution as appearing in Item no. 4 of the accompanying notice by way of Special Resolution.

The Board also approved the remuneration of up to INR 40,00,000 (Rupees Forty Lakhs only), by way of commission and sitting fees to Mr. George Raymond Zage III, DIN: (11061694), in addition to reimbursement of expenses for attending the meetings of the Board of Directors or Committees, if any thereof during his tenure with effect from 22nd April, 2025.



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Further, where in any financial year(s) during the tenure of Mr. George Raymond Zage III, the Company has no profits or its profits are inadequate, the Company shall pay to the aforesaid Director in respect of such financial year(s) in which such inadequacy or loss arises, the remuneration in accordance with the provisions of Section 197 read with Schedule V to the Act or under the applicable provisions of SEBI Listing Regulations or under any other law for the time being in force, if any.

Additional Information of Mr. George Raymond Zage III as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is enclosed herewith as **Annexure A** and additional information as required in Schedule V of the Companies Act, 2013 is enclosed herewith as **Annexure B**.

Mr. George Raymond Zage III is deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way concerned or interested in the proposed resolution.

Item No. 5 –

CONVERSION FROM PRIVATE LIMITED COMPANY TO PUBLIC LIMITED COMPANY

The Company intends to list its equity shares of face value of INR 10 each (the “Equity Shares”) on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with the Company’s Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of Equity Shares. The Company intends to, at the discretion of the Board, undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers (“BRLMs”) and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

In order to undertake the Offer, the Company is required to be converted into a public limited company in accordance with the applicable provisions of the Companies Act, 2013 and rules and regulations made thereunder, each as amended (“Companies Act, 2013”). Pursuant to the said conversion of the Company, the name of the Company would require alteration to “**Executive Centre India Limited**” by deletion of the word “Private”.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 5 (Special Business) of the Notice for the approval of the members.

Item No. 6 -

AMENDMENT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY INCLUDING CHANGE IN OBJECT CLAUSE

Consequent upon the conversion of the Company into a public company, the Memorandum of Association would need to be amended. In accordance with Table A of Schedule I of the Companies Act, the Board of the Company has proposed to rename and read the following clauses of the MOA as: Clause III (A): ‘The



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objects to be pursued by the company on its incorporation are:', Clause III (B): 'Matters which are necessary for furtherance of the objects specified in clause III(A) are:'

It has also been proposed to add Point 4 in Clause III (A) of the MOA of the Company which is related to incidental services to the existing main object of the Company.

The Company, therefore, proposes to amend the Memorandum of Association that shall conform to the Companies Act, 2013 and the rules and regulations made thereunder, each as amended. Further, pursuant to the provisions of Section 13, 15 and other applicable provisions of the Companies Act, 2013 as applicable, any alteration in Memorandum of Association (MOA) require approval of the shareholders of the Company by way of passing a special resolution.

The copies of the existing and proposed amended Memorandum of Association of the Company are available for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be made available at the meeting.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 6 (Special Business) of the Notice for the approval of the members.

Item No. 7 –

ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Consequent upon the conversion of the Company into a public limited company, the Articles of Association would need to be amended. The Company, therefore, proposes to alter and adopt a new set of Articles of Association that shall conform to the Companies Act, 2013 and the rules and regulations made thereunder, each as amended. Further, pursuant to the provisions of Sections 14 of the Companies Act, 2013 as applicable, any alteration in the Articles of Association require approval of the shareholders of the Company by way of passing a special resolution.

The copies of the existing and proposed altered Articles of Association of the Company are available for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be made available at the meeting.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 7 (Special Business) of the Notice for the approval of the members.

Item No. 8 & 9 –

TO MORTGAGE / HYPOTHECATE/ PLEDGE AND/ OR CREATE CHARGE ON THE PROPERTIES/ ASSETS OF THE COMPANY AS A SECURITY TOWARDS BORROWINGS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013



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TO BORROW IN EXCESS OF THE LIMITS PROVIDED UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013.

Provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made thereunder ("the Act") provide that the Company shall not, except with the consent of Members by passing a Special Resolution, borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), exceeding the aggregate of the paid-up share capital, free reserves and securities premium, and sell, lease or otherwise dispose off whole or substantially the whole of the undertaking of the company.

Keeping in view the capital-intensive nature of the sector in which the Company operates, the Company need enhanced debt funds and secure the same by creating charge on the assets of the Company.

Accordingly, consent of the Members is sought by way of Special Resolution as set out in Item Nos. 10 & 11 of the accompanying Notice. These resolutions enable the Board of Directors of the Company to borrow funds (apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business) which may at any time exceed upto INR 1,00,00,00,00,000/- (Indian Rupees Ten Thousand Crores Only) times of the then paid-up share capital, free reserves and securities premium and also to secure the same by creating mortgage/charge on whole or substantially the whole of the undertaking of the Company in accordance with section 180(1)(a) of the Companies Act, 2013.

The Board accordingly recommends the Special Resolutions set out at Item Nos. 8 & 9 of the accompanying Notice for the approval of the Members of the Company.

Item No. 10 –

TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

As per Section 186 of the Companies Act, 2013 read with the relevant rules framed thereunder, the Company is required to obtain the prior approval of the shareholders by way of a Special Resolution for giving of any loan or guarantee or providing any security or acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Though the current loans and investments of the Company is within the limits specified under the Companies Act, 2013, it was thought expedient by the Board that as a measure of achieving greater financial management and to enable optimal financial and capital structuring and to keep sufficient safeguard for, among other things, deploying capital in group companies or investments of excess cash in financial instruments and other body corporates, for future growth of the Company, to seek approval of shareholders to make investments, give loans, guarantees and security in excess of the limits prescribed under section 186 of the Companies Act, 2013 up to an aggregate sum of Rs. 1,00,00,00,00,000/- (Indian Rupees Ten Thousand Crores Only).



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The approval of the shareholders is being sought by way of a Special Resolution pursuant to Section 186 of the Companies Act, 2013, to enable the Company to give loan or guarantee or provide any security or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 10 (Special Business) of the Notice for the approval of the members.

None of the Directors /Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions, as set out in Item No. 5 to 10 of the Notice.



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Annexure A

Additional Information of Directors being appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Murali Neelakantan (DIN: 02453014)

S.No.	Particulars	Details
1.	Brief resume of the director	As stated in the Explanatory Statement of item no. 2 of this Notice.
2.	Educational Qualification	B.A. LLB (HONS.)
3.	Experience	Around 28 years
4.	Expertise in specific functional area	Legal expertise excelling in policy advocacy, cross border transaction, intellectual property, healthcare, life sciences, pharmaceuticals, and arbitration
5.	Skills and Capabilities	Legal background
6.	Director Identification No.	02453014
7.	Date of first appointment in the Company	April 22, 2025
8.	Date of birth/age	04/10/1972
9.	Directorships held in any listed Companies in India	Yes
10.	Membership in Committees in the Company, If any	Nil
11.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	TTK HEALTHCARE LIMITED
12.	Shareholding in the Company	Nil
13.	Number of Board Meeting attended during the year	Nil
14.	Sitting fees / Commission	INR 40,00,000
15.	Disclosure of relationship between Directors interse or between the director and the manager and other key managerial personnel of the company	Not applicable
16.	Details of listed entities from which the person has resigned in the past three years	One (TTK PRESTIGE LIMITED)
17.	Terms and conditions of appointment along with details of remuneration	Appointed for a term of 5 years, terms and conditions as per the appointment letter.
18.	Details of the remuneration last drawn by such person, if applicable	Not applicable



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19.	Details of remuneration to be paid	INR 40,00,000 including sitting fees and commission.
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Mr. Ashish Gupta (DIN: 11057018)

S.No.	Particulars	Details
1.	Brief resume of the director	As stated in the Explanatory Statement of item no. 3 of this Notice.
2.	Educational Qualification	Master's Degree, MBA, ICWA
3.	Experience	Around 23 years
4.	Expertise in specific functional area	Investment
5.	Skills and Capabilities	Business development
6.	Director Identification No.	11057018
7.	Date of first appointment in the Company	April 22, 2025
8.	Date of birth/age	08/09/1975
9.	Directorships held in any listed Companies in India	Nil
10.	Membership in Committees in the Company, If any	Nil
11.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
12.	Shareholding in the Company	Nil
13.	Number of Board Meeting attended during the year	Nil
14.	Sitting fees / Commission	INR 40,00,000
15.	Disclosure of relationship between Directors interse or between the director and the manager and other key managerial personnel of the company	Not applicable
16.	Details of listed entities from which the person has resigned in the past three years	Nil
17.	Terms and conditions of appointment along with details of remuneration	Terms and conditions as per the appointment letter.
18.	Details of the remuneration last drawn by such person, if applicable	Not applicable
19.	Details of remuneration to be paid	INR 40,00,000 including sitting fees and commission.

Mr. George Raymond Zage III (DIN: 11061694)



**Executive Centre India Private
Limited**

Registered Office: Level 1, First International Financial Centre
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S.No.	Particulars	Details
1.	Brief resume of the director	As stated in the Explanatory Statement of item no. 4 of this Notice.
2.	Educational Qualification	Bachelor's degree
3.	Experience	Around 40 years
4.	Expertise in specific functional area	Business and Investment
5.	Skills and Capabilities	Business development
6.	Director Identification No.	11061694
7.	Date of first appointment in the Company	April 22, 2025
8.	Date of birth/age	20/01/1970
9.	Directorships held in any listed Companies in India	Nil
10.	Membership in Committees in the Company, If any	Nil
11.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
12.	Shareholding in the Company	Nil
13.	Number of Board Meeting attended during the year	Nil
14.	Sitting fees / Commission	INR 40,00,000
15.	Disclosure of relationship between Directors interse or between the director and the manager and other key managerial personnel of the company.	Not applicable
16.	Details of listed entities from which the person has resigned in the past three years	Nil
17.	Terms and conditions of appointment along with details of remuneration	Terms and conditions as per the appointment letter.
18.	Details of the remuneration last drawn by such person, if applicable	Not applicable
19.	Details of remuneration to be paid	INR 40,00,000 including sitting fees and commission.

Annexure B

Statement containing additional information as required in Schedule V of the Companies Act, 2013

1. General Information:

1.	Nature of industry	Premium Service Office Provider
2.	Date or expected date of commencement of commercial production.	Not applicable



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3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable
4.	Financial performance based on given indicators.	In financial year 2023-24, the company made a turnover of INR 5,095,236,709 and net profit of 1,898,925,424 after tax.
5.	Foreign Investments or collaborations, if any.	The Executive Centre Singapore PTE. Ltd holds 99.67% in the Company. The company has further made investment in TEC Managed Solutions Holding Limited, which is now a wholly owned subsidiary of the company.

2. Information about the appointee:

Mr. Murali Neelakantan (DIN: 02453014)

1.	Background details	As stated in the Explanatory Statement of item no. 2 of this Notice.
2.	Past remuneration	Not applicable
3.	Recognition or awards	-
4.	Job profile and his suitability	He has held various leadership roles in top legal and corporate settings and has vast experience and expertise in policy advocacy, cross border transactions, intellectual property, healthcare, life sciences, pharmaceuticals, and arbitration.
5.	Remuneration proposed	As stated in the Explanatory Statement of item no. 2 of this Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration of Mr. Murali Neelakantan is comparable to that drawn by the peers in the similar capacity in the industry.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	No such relationship.

Mr. Ashish Gupta (DIN: 11057018)

1.	Background details	As stated in the Explanatory Statement of item no. 3 of this Notice.
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2.	Past remuneration	Not applicable
3.	Recognition or awards	-
4.	Job profile and his suitability	He serves as Managing Director at Tiga Investments. His qualifications to serve on our board include his extensive experience with sourcing, evaluating, and monitoring investments, his wide range of deal experience, and his track record of managing investments.
5.	Remuneration proposed	As stated in the Explanatory Statement of item no. 3 of this Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration of Mr. Ashish Gupta is comparable to that drawn by the peers in the similar capacity in the industry.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Significant beneficial owner by virtue of holding 15.02% shares in KAG Investments Pte. Limited.

Mr. George Raymond Zage III (DIN: 11061694)

1.	Background details	As stated in the Explanatory Statement of item no. 4 of this Notice.
2.	Past remuneration	Not applicable
3.	Recognition or awards	-
4.	Job profile and his suitability	Mr. Zage's qualifications to serve on our board include three decades of investment experience in public and private debt, public and private equity and real estate across a wide variety of industries and geographies, and his strategic vision and experience as a board member of public and private companies in a wide variety of industries. Mr. Zage provides high-value added services to the board of directors and has sufficient time to focus on our business.
5.	Remuneration proposed	As stated in the Explanatory Statement of item no. 4 of this Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration of Mr. George Raymond Zage III is comparable to that drawn by the peers in the similar capacity in the industry.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Significant beneficial owner by virtue of holding 66.79% shares in Tiga Investments Pte. Limited.



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3. Other Information:

1.	Reasons of loss or inadequate profits.	This is due to the convergence process from Local GAAP accounting to Ind AS Accounting.
2.	Steps taken or proposed to be taken for improvement.	With rapid growth in the upcoming years, there is considerable scope for improving the profits.
3.	Expected increase in productivity and profits in measurable terms.	On average the expected increase in net profit is 10% to 15% as per the industry standards.

For EXECUTIVE CENTRE INDIA PRIVATE LIMITED

Jeffrey Edward Peck

Director

DIN: 07108689

Address: 3/f, Wilshire Park, 12-14
Macdonnell Road, Na, O, Hong Kong



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Attendance Slip
01/2025-26 EXTRA-ORDINARY GENERAL MEETING

Reg. Folio No. _____ No. of Shares: _____

DP ID: _____ Client ID: _____

I/We, certify that I/We, am/are a Member of the Company.

I/We hereby record my presence at the 01/2025-26 Extra Ordinary General Meeting held on Tuesday, April 22, 2025 at 2.00 p.m. HKT of Executive Centre India Private Limited at Level 3, The Factory, 1 Yip Fat Street, Wong Chuk Hang, Hong Kong.

Member's name in block letters

Signature of Member

Note:

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
2. Members are requested to bring their copies of this notice and explanatory statement to the meeting.
3. A Member may vote either for or against each resolution.



**Executive Centre India Private
Limited**

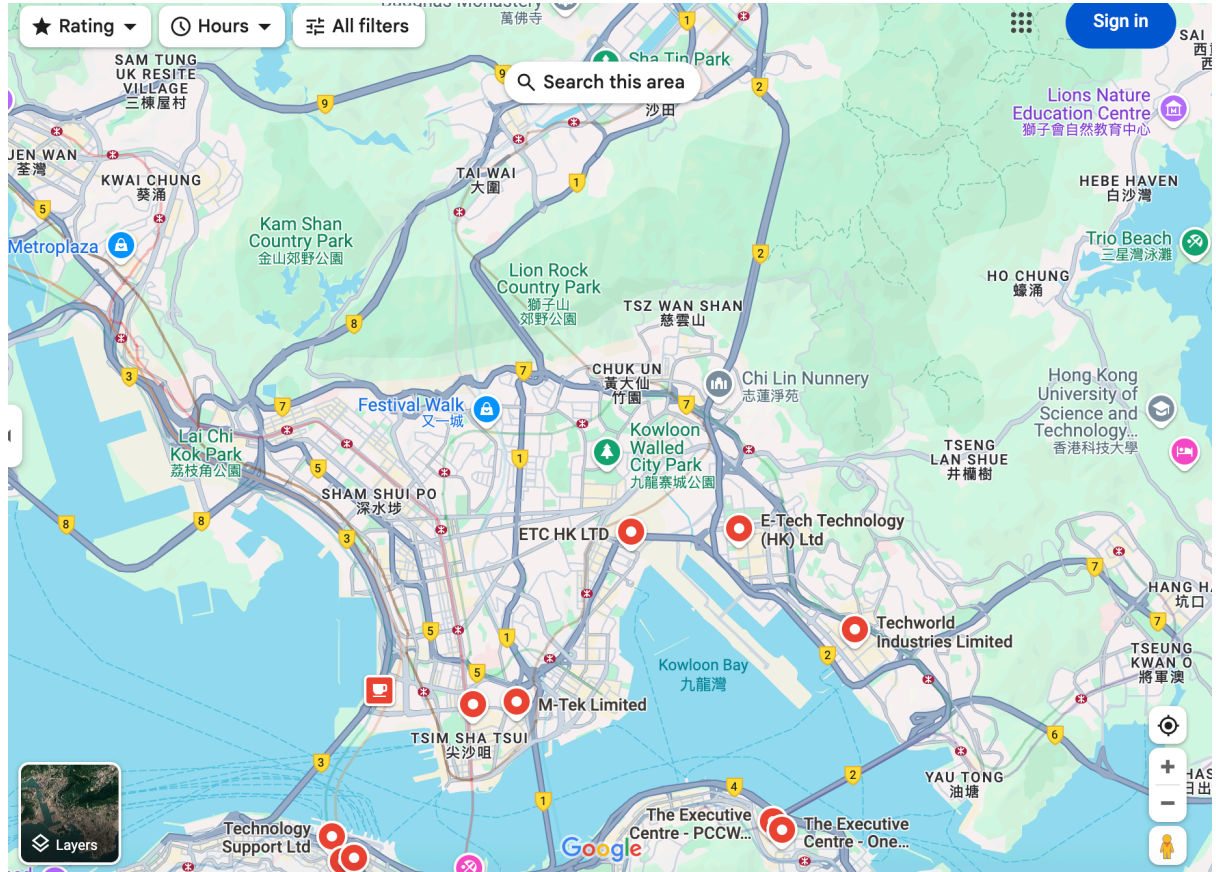
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Route Map



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