

**THE
EXECUTIVE
CENTRE**

Date: 14th May, 2025

Dear Members,

This is to inform that an 02/2025-26 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 Wednesday, 14th May, 2025 at 06.15 p.m. SGT at the office of the Company situated at Level 45 Singapore Land Tower, 50 Raffles Place, Singapore 048623.

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

Thanking You,

For and on behalf of the Board of Directors
For EXECUTIVE CENTRE INDIA PRIVATE LIMITED



Paul Daniel Salnikoff

Director

DIN: 02127416

G/f Felix Villas Hse1, 61 Mount Davis Road,
Mount Davis, Hong Kong

Enclosures:

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



**Executive Centre India Private
Limited**

Registered Office: Level 1, First International Financial Centre
Plot Nos. C-54 & C-55 G Block Road, Bandra Kurla Complex, Bandra
East, Mumbai, Maharashtra 400051, India

Corporate Identity Number (CIN): U74999MH2008FTC182125

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THE EXECUTIVE CENTRE

NOTICE

SHORTER NOTICE is hereby given that the 02/2025-26 Extra-Ordinary General Meeting (“EGM”) of the Members of Executive Centre India Private Limited (“**the Company**”) is scheduled to be held on Wednesday, 14th May, 2025 at 06.15 p.m. SGT at the office of the Company situated at Level 45 Singapore Land Tower, 50 Raffles Place, Singapore 048623, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: TO REGULARIZE THE APPOINTMENT AND REMUNERATION OF MS. SUI LING CHEAH HAVING (DIN: 11061978) 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulations 16, 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, upon recommendation of Nomination and Remuneration Committee and approval Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for the appointment of Ms. Sui Ling Cheah bearing DIN: 11061978, who was appointed as an Additional Director by the Board w.e.f. April 22, 2025. Ms. Sui Ling Cheah who possesses relevant expertise and experience and is not disqualified under Section 164(2) of the Companies Act and who has signified her consent to act as an Independent Director of the Company, and has submitted a declaration that she 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, 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 14th May, 2025, and not be liable to retire by rotation.

RESOLVED FURTHER THAT Ms. Sui Ling Cheah bearing DIN: 11061978, 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



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in force), relevant provisions of the Articles of Association, upon recommendation and approval of Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to pay Ms. Sui Ling Cheah bearing DIN: 11061978 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 Ms. Sui Ling Cheah shall be a minimum of INR 40,00,000 (Rupees Forty Lakhs only), inclusive of sitting fees and commission, as an Independent Director of the Company in addition to reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof during her tenure with effect from 14th May, 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 14th May, 2025 upto 13th May, 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 and 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 Ms. Sui Ling Cheah bearing DIN: 11061978, 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. 2: TO REGULARIZE APPOINTMENT AND REMUNERATION OF MR. PAUL JEREMY BROUGH HAVING (DIN: 11068244) 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulations 16, 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, upon recommendation of Nomination and Remuneration Committee and approval



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Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for the appointment of Mr. Paul Jeremy Brough bearing DIN: 11068244, who was appointed as an Additional Director by the Board w.e.f. April 22, 2025. Mr. Paul Jeremy Brough 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, 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 14th May, 2025, and not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Paul Jeremy Brough bearing DIN: 11068244, 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, upon recommendation and approval of Nomination and Remuneration Committee and Board of Directors of the Company, the approval of members of the Company be and is hereby accorded to the Company to pay Mr. Paul Jeremy Brough bearing DIN: 11068244 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. Paul Jeremy Brough shall be a minimum of INR 40,00,000 (Rupees Forty Lakhs only), inclusive of sitting fees and commission, as an 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 14th May, 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 14th May, 2025 upto 13th May, 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 and Nomination and Remuneration Committee, post considering the performance of the Company in the relevant financial year.



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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. Paul Jeremy Brough bearing DIN: 11068244, 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:

TO APPROVE THE SUB-DIVISION OF EQUITY SHARES OF THE COMPANY AND SUBSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION 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 61(1)(d), 64, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including the rules framed thereunder, and in accordance with the Articles of Association of the Company and subject to any approvals, consents, permissions and sanctions, if any, required from any competent authority, the consent of members of the Company, be and is hereby accorded to sub-divide each fully paid up equity share of the face value of Rs. 10/- (Rupees Ten Only) each into 5 (Five) equity shares of face value of Rs. 2/- (Rupee Two Only) each fully paid up and all the fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each of the Company, be subdivided accordingly with effect from the record date being 27th May 2025.

RESOLVED FURTHER THAT consequently, pursuant to Section 13 and other applicable provisions of the Act, the existing Clause V of the Memorandum of Association of the Company, be and is hereby deleted and substituted with the following:

“V. The authorized share capital of the Company is Rs. 7,50,00,00,000 (Rupees Seven Hundred Fifty Crores only) divided into 3,75,00,00,000 (Three Hundred and Seventy-five crores only) equity shares of Rs. 2/- (Rupees Two only) each.”

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, the authorised equity share capital of the Company, the existing issued, paid-up and subscribed equity share capital existing as on the record date shall stand subdivided from 1 (One) equity share of face value of Rs. 10/- (Rupees Ten Only) each into 5 (Five) equity shares of face value of Rs. 2 /- (Rupee Two Only) each.



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RESOLVED FURTHER THAT, on sub-division, subject to the applicable provisions of Companies Act, 2013 and the articles of association of the Company, such sub-divided equity shares shall rank pari passu in all respects with the existing fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT upon sub-division of equity shares of the Company as aforesaid, the number of sub-divided equity shares to be credited to the respective beneficiary accounts of the shareholders with the depository participants, in lieu of the existing credits representing the equity shares before sub-division or in lieu of the equity shares held by them.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are/is hereby jointly or severally authorized to take all necessary/ relevant steps as may be deemed expedient by them for giving effect to this resolution, for and on behalf of the Company including but not limited to the filing of relevant forms and documents with the concerned authorities as may be required and to do such other acts, deeds, things and matters incidental or ancillary to the above matter on behalf of the Company.

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

ITEM NO. 4: TO CONSIDER AND APPROVE ISSUANCE OF BONUS SHARES TO THE EQUITY SHAREHOLDERS OF THE COMPANY.

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

“RESOLVED THAT pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013, to the extent notified read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 and the rules and regulations made thereunder, each as amended, (collectively, the “**Companies Act**”) and the memorandum of association of the Company (“**MOA**”) and Articles of Association (“**AOA**”), as amended and subject to Reserve Bank of India or any other statutory authority as maybe required, and on recommendations of the Board, the consent of the members of the Company be and is hereby accorded for a sum of INR 34,68,40,810 (Indian Rupees Thirty Four Crore Sixty Eight Lakhs Forty Thousand and Eight Hundred and Ten Only) to be capitalised out of the Company's securities premium account as on date of this resolution as permissible to be utilized for the purpose and that such amounts be transferred to the share capital account and be applied for issue and allotment of 17,34,20,405 (Seventeen Crore Thirty Four Lakh Twenty Thousand and Four Hundred and Five) equity shares of face value INR 2/- (Indian Rupees Two Only) each (“**Equity Shares**”) of the Company as bonus shares (“**Bonus Equity Shares**”) credited as fully paid up, to the eligible equity shareholders of the



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Company holding Equity Shares whose names appear in the Register of Members/ Beneficial Owners' position of the Company on 3rd June 2025 ("Record Date"), in the proportion of 1 (One) new Equity Share for every 1 (One) Equity Share (1:1) and that the new Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by such members and not as income in lieu of dividend credited.

RESOLVED FURTHER THAT the Equity Shares of the Company to be issued and allotted as Bonus Equity Shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with and carry the same rights as the existing fully paid up Equity Shares of the Company.

RESOLVED FURTHER THAT the issue and allotment of the said bonus equity shares, to the extent that they relate to non-resident Indians (NRIs), persons of Indian origin (PIO)/overseas corporate bodies (OCBs) and other foreign investors of the Company, will be subject to reporting to the Reserve Bank of India (RBI) and any other regulatory authority, as may be required.

RESOLVED FURTHER THAT, the equity shares issued pursuant to the Bonus Issue shall be credited to the respective beneficiary accounts of the shareholders of the Company.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are/is hereby jointly or severally authorized to take all necessary/ relevant steps as may be deemed expedient by them for giving effect to this resolution, for and on behalf of the Company including but not limited to the filing of relevant forms and documents with the concerned authorities as may be required and to do such other acts, deeds, things and matters incidental or ancillary to the above matter on behalf of the Company.

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

For EXECUTIVE CENTRE INDIA PRIVATE LIMITED



Paul Daniel Salnikoff

Director

DIN: 02127416

G/f Felix Villas Hse1, 61 Mount Davis Road,
Mount Davis, Hong Kong

Date: 14th May 2025 Place: Singapore



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NOTES:

- The meeting is being convened at shorter notice by virtue of the proviso to section 101(1) of the Companies Act, 2013.
- The explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the special business, if any, is annexed hereto.
- 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.
- All documents referred to in the notice or in the accompanying explanatory statement and other statutory registers and records 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 14th May, 2025.
- Participation through electronic mode is not available.
- Members who hold Shares in electronic form are requested to write their Client ID and DP ID number and those who hold Shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of Membership at the EGM.
- For the convenience of Members, an attendance slip is annexed. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting.
- 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.



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

Item No. 1 –

TO APPROVE THE APPOINTMENT AND REMUNERATION OF MS. SUI LING CHEAH HAVING (DIN: 11061978), AS AN INDEPENDENT DIRECTOR OF 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, the company is required to appoint Independent Director on the Board, as per Section 149 of the Companies Act, 2013 read with rules made thereunder (as amended from time to time), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Sui Ling Cheah has been appointed as an Additional Director by the Board of Directors of the Company with effect from 22nd April, 2025 to hold office until the next general meeting upon completion of the databank registration.

On the recommendation of Nomination and Remuneration Committee, the Board of the Company, at its meeting held on 14th May, 2025, had passed a resolution approving the appointment of Ms. Sui Ling Cheah, DIN: 11061978, having Registration No. IDDB-DI-202505-073666 in Independent Director's Data Bank, as an Independent Director of the Company for a period of five (5) years w.e.f. 14th May, 2025. The Company has also received a declaration from Ms. Sui Ling Cheah confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 read with relevant Rules and under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. Further, in the opinion of the Board, she fulfills the conditions of independence as specified in the Act and SEBI Listing Regulations.

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

On the recommendation of Nomination and Remuneration Committee, the Board has also approved the annual remuneration of minimum INR 40,00,000 (Rupees Forty Lakhs only), by way of commission and sitting fees to Ms. Sui Ling Cheah (DIN: 11061978), in addition to reimbursement of expenses for attending the meetings of the Board of Directors or Committees, if any thereof during her tenure with effect from 14th May, 2025.



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Further, where in any financial year(s) during the tenure of Ms. Sui Ling Cheah, 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.

Ms. Sui Ling Cheah is an experienced Board Director, Investor, and Cross-Border Investment Banker with a diverse portfolio spanning board directorships, investment roles in tech, ESG, consumer and real estate industries, and extensive experience in global investment banking.

She has around 7 years' experience as a board director, including as Chair of the Audit Risk Committee, member of Nomination & Remuneration and ESG Committees for publicly listed companies. She is also serving as Board Chair of ecoSPIRITS, an ESG packaging startup focused on the wine & spirits industry for 3 years. She is proficient in navigating boardroom dynamics and providing strategic guidance across cultures & industries.

A copy of the draft letter for the appointment of Ms. Sui Ling Cheah setting out the terms and conditions of appointment is available for inspection without any fee, by the members of the Company. Ms. Sui Ling Cheah 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, financially or otherwise, 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. 1 of the Notice for appointment and remuneration of Ms. Sui Ling Cheah as an Independent Director of the Company.

Additional Information of Ms. Sui Ling Cheah 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 mentioned below:

Ms. Sui Ling Cheah (DIN: 11061978)

S.No.	Particulars	Details
1.	Brief resume of the director	She is an experienced Board Director, Investor, and Cross-Border Investment Banker with a diverse portfolio spanning board directorships, investment roles in tech, ESG, consumer and real estate industries,



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		and extensive experience in global investment banking.
2.	Educational Qualification	B.A. (Economics & French)
3.	Experience	Around 29 years
4.	Expertise in specific functional area	Experienced Board Director, Investor, and Cross-Border Investment Banker
5.	Skills and Capabilities	Business Development
6.	Director Identification No.	11061978
7.	Date of first appointment in the Company	22 nd April 2025
8.	Date of birth/age	23/07/1971
9.	Directorships held in any listed Companies in India	Nil
10.	Membership in Committees in the Company, If any	1. Nomination and remuneration committee 2. Corporate social responsibility committee
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	1
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	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	INR 40,00,000 including sitting fees and commission.

Additional information as required in Schedule V of the Companies Act, 2013 is enclosed herewith as Annexure A.



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Accordingly, the Board recommends the Special Resolution as set out in Item No. 1 (Special Business) of the Notice for the approval of the members.

Item No. 2 –

TO APPROVE THE APPOINTMENT AND REMUNERATION OF MR. PAUL JEREMY BROUGH HAVING (DIN: 11068244) AS AN INDEPENDENT DIRECTOR OF 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, the company is required to appoint Independent Director on the Board, as per Section 149 of the Companies Act, 2013 read with rules made thereunder (as amended from time to time), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Paul Jeremy Brough has been appointed as an Additional Director by the Board of Directors of the Company with effect from 22nd April, 2025 to hold office until the next general meeting upon completion of the databank registration.

On the recommendation of Nomination and Remuneration Committee, the Board of the Company, at its meeting held on 14th May, 2025, had passed a resolution and recommendation the appointment of Mr. Paul Jeremy Brough, DIN: 11068244, having Registration No. IDDB-DI-202505-073017 in Independent Director's Data Bank, as an Independent Director of the Company for a period of five (5) years w.e.f. 14th May, 2025. The Company has also received a declaration from Mr. Paul Jeremy Brough confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 read with relevant Rules and under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. 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 an 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.

On the recommendation of Nomination and Remuneration Committee, the Board has also approved the annual remuneration of minimum INR 40,00,000 (Rupees Forty Lakhs only), by way of commission and sitting fees to Mr. Paul Jeremy Brough (DIN: 11068244), 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 14th May, 2025.



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Further, where in any financial year(s) during the tenure of Mr. Paul Jeremy Brough, 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.

Mr. Paul Jeremy Brough graduated with a Bachelor's Degree (Honours) in Business Studies. He is an associate member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants. He has extensive experience in financial services sector including valuations, merger & acquisitions, forensic investigations, financial due diligence, liquidations, restructuring and other regulatory/court appointed positions.

A copy of the draft letter for the appointment of Mr. Paul Jeremy Brough setting out the terms and conditions of appointment is available for inspection without any fee, by the members of the Company. Mr. Paul Jeremy Brough 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, financially or otherwise, 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 and remuneration of Mr. Paul Jeremy Brough as an Independent Director of the Company.

Additional Information of Mr. Paul Jeremy Brough 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 mentioned below:

Mr. Paul Jeremy Brough (DIN: 11068244)

S.No.	Particulars	Details
1.	Brief resume of the director	Mr. Brough graduated with a Bachelor's Degree (Honours) in Business Studies. He is an associate member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants.



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2.	Educational Qualification	Bachelor's Degree (Honours) in Business Studies and an Associate member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants.
3.	Experience	Around 41 years
4.	Expertise in specific functional area	Financial Advisory
5.	Skills and Capabilities	Business and Financial Development
6.	Director Identification No.	11068244
7.	Date of first appointment in the Company	22 nd April, 2025
8.	Date of birth/age	13/11/1956
9.	Directorships held in any listed Companies in India	Nil
10.	Membership in Committees in the Company, If any	1. Audit committee 2. Risk management committee 3. Nomination and remuneration committee
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	1
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	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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Additional information as required in Schedule V of the Companies Act, 2013 is enclosed herewith as Annexure A.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 2 (Special Business) of the Notice for the approval of the members.

Item No. 3 –

TO APPROVE SUB-DIVISION OF EQUITY SHARES OF THE COMPANY AND SUBSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Section 61 of the Companies Act, 2013 provides that a limited company having a share capital may, if so authorized by its articles of association, with the consent of its members in its general meeting, sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

The Articles of association empowers the Company to sub-divide its shares or any of them into shares of smaller amount than is fixed by the memorandum of association of the Company.

Presently the Authorised Share Capital of the Company is Rs. 7,50,00,00,000 (Rupees Seven Hundred Fifty Crores only) divided into 75,00,00,000 equity shares of face value of Rs. 10/- (Rupees Ten only) each. As the Company is planning to go for an initial public offering ('IPO'), the Board of the Company has considered to provide enhanced liquidity to the Company's equity shares and to make it more affordable for small investors, our Company intends to sub-divide each equity share of face value of Rs. 10/- each into 5 (five) equity shares of face value of Rs. 2/- (Rupees two only), pursuant to the provisions of Section 61(1)(d) of the Companies Act, 2013 (the "Act"), the rules made thereunder and other applicable provisions.



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In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its shareholders and therefore the Board in its meeting held on 14th May, 2025, approved the aforesaid sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, issued, subscribed and paid-up share capital of the Company consequent upon sub-division of equity shares. The aforesaid sub-division of equity shares of face value Rs. 10 (Rupees Ten only) each into 5 (five) equity shares of face value of Rs. 2/- (Rupees two only) each would require amendment to existing capital Clause V of the Memorandum of Association of the Company. A draft copy of the duly altered memorandum of association of the Company is available for inspection to the members of the Company at the registered office of the Company during business hours on any working day.

For the purposes stated hereinabove, it is recommended by the Board that each fully paid up equity share of the face value of Rs. 10/- (Rupees Ten Only) each in the capital of the Company be subdivided into 5 (five) equity shares of face value of Rs. 2/- (Rupees two only) each fully paid up with effect from the record date being 27th May 2025.

The Board recommends the resolution for approval of the members of the Company to be passed as Special resolution as set out in Item No. 3. This item of special business does not relate to or affects any other company.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested, financially or otherwise, in the proposed resolution, except in the ordinary course of business.

Item no. 4-

TO CONSIDER AND APPROVE ISSUANCE OF BONUS SHARES TO THE EQUITY SHAREHOLDERS OF THE COMPANY.

In continuation of the Company's constant endeavour to maximize and unlock the shareholders' value in the Company, it is proposed to evaluate various methods for unlocking shareholders' value in the Company, by examining options available and the process and cost involved, their commercial and



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legal viability, market conditions, and overall interest of the Company and its stakeholders ("Proposal"). In order to achieve the objects of the Proposal, the Board of Directors of the Company in its meeting held on 14th May 2025 approved the bonus issue of fully paid up equity shares in the ratio of 1:1 (1 (One) equity shares of INR 2/- (Indian Rupees Two Only) each for every 1 (One) equity shares of INR 2/- (Indian Rupees Two Only) each held by holders of the equity shares of the Company, whose names shall appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants as on 3rd June 2025 [Record Date].

Pursuant to the provisions of Sections 63(2) of the Companies Act, 2013 and the rules framed thereunder, any issue of Bonus Shares out of the securities premium account requires approval of the shareholders of the Company in a general meeting.

The issue of Bonus Equity Shares shall result in increase in paid-up share capital of the Company.

None of the directors or key managerial personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.

The board of directors of the Company recommends the resolution set out at Item No. 4 of the accompanying Notice for your approval as an ordinary resolution.

For EXECUTIVE CENTRE INDIA PRIVATE LIMITED



Paul Daniel Salnikoff

Director

DIN: 02127416

G/f Felix Villas Hse1, 61 Mount Davis Road,
Mount Davis, Hong Kong

Date: 14th May 2025

Place: Singapore



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Annexure A

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

1. General Information:

a.	Nature of industry	Premium Service Office Provider
b.	Date or expected date of commencement of commercial production.	Not applicable
c.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable
d.	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 INR 1,898,925,424 after tax.
e.	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:

Ms. Sui Ling Cheah (DIN: 11061978)

a.	Background details	As stated in the Explanatory Statement of item no. 1 of this Notice.
b.	Past remuneration	Not applicable
c.	Recognition or awards	-
d.	Job profile and his suitability	She is an experienced Board Director, Investor, and Cross-Border Investment Banker with a diverse portfolio spanning board directorships, investment roles in tech, ESG, consumer and real estate industries,



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		and extensive experience in global investment banking.
e.	Remuneration proposed	As stated in the Explanatory Statement of item no. 1 of this Notice.
f.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration of Ms. Sui Ling Cheah is comparable to that drawn by the peers in the similar capacity in the industry.
g.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	No such relationship

Mr. Paul Jeremy Brough (DIN: 11068244)

a.	Background details	As stated in the Explanatory Statement of item no. 2 of this Notice.
b.	Past remuneration	Not applicable
c.	Recognition or awards	-
d.	Job profile and his suitability	He has extensive experience in financial services sector including valuations, merger & acquisitions, forensic investigations, financial due diligence, liquidations, restructuring and other regulatory/court appointed positions.
e.	Remuneration proposed	As stated in the Explanatory Statement of item no. 2 of this Notice.
f.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration of Mr. Paul Jeremy Brough is comparable to that drawn by the peers in the similar capacity in the industry.
g.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	No such relationship

3. Other information:



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a.	Reasons of loss or inadequate profits	This is due to the convergence process from Local GAAP accounting to Ind AS Accounting.
b.	Steps taken or proposed to be taken for improvement	With rapid growth in the upcoming years, there is considerable scope for improving the profits.
c.	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.



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Attendance Slip
02/2025-26 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 02/2025-26 EGM held on Wednesday, 14th May, 2025 at 06.15 p.m. SGT of Executive Centre India Private Limited at Level 45 Singapore Land Tower, 50 Raffles Place, Singapore 048623.

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.



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Route Map



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