

NOTICE

SHORTER NOTICE is hereby given that the 03/2025-26 Extra Ordinary General Meeting (“**EGM**”) of the Members of Executive Centre India Limited (“the Company”) (Formerly Executive Centre India Private Limited) is scheduled to be held on Thursday, 5th June 2025 at 05:30 P.M. (IST) at the registered office of the Company at Level 1, First International Financial Centre, Plot Nos. C-54 & C-55 G Block Road, Bandra Kurla Complex, Bandra(East), Mumbai, Mumbai, Maharashtra, India, 400051, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE THE RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFER OF EQUITY SHARES, INCLUDING, ANY DISCOUNT AND RESERVATION CONTEMPLATED IN THE OFFER:

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

“**RESOLVED THAT** in accordance with applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, with or without modification, and pursuant to provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules notified thereunder, each as amended (collectively referred to as the “Companies Act”), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations notified thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and other applicable regulations and guidelines issued by the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), and any other applicable laws, rules, regulations, policies, guidelines including any foreign investment law, clarifications, directions, circulars, orders and notifications issued by the Government of India (“GoI”), including the Department for Promotion of Industry and Internal Trade (“DPIIT”), the Registrar of Companies, Maharashtra at Mumbai (“RoC”), SEBI, the Department of Economic Affairs, Ministry of Finance, Government of India (“DEA”), RBI or any other regulatory or statutory authority, in India or outside India (collectively, the “Applicable Laws”), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreements to be entered into between the Company and the respective recognised stock exchanges of India where the equity shares bearing face value of ₹2/-each of the Company (the “Equity Shares”) are proposed to be listed (“Stock Exchanges”), and subject to any approvals, consents, waivers, permissions and sanctions from the GoI, RoC, SEBI, RBI and any other appropriate governmental, statutory and regulatory authorities of India (“Regulatory Authorities”) and any third parties including but not limited to the lender(s) of the Company and subject to such other approvals, consents, waivers, permissions and



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sanctions as may be required from the Regulatory Authorities and such third parties (if any) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, waivers, permissions and sanctions, and which may be agreed to by the Board (which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders be and is hereby accorded to create, issue, offer and allot such number of Equity Shares, for cash either at par or premium such number of Equity Shares for an amount aggregating up to ₹33,000 million (with an option to the Company to retain an over-subscription to the extent of 1% of the net Issue (defined below) size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in consultation with the designated stock exchange) and the book running lead managers appointed in relation to the Issue (the “BRLMs”) (the “Fresh Issue” or the “Issue”), which may include, without limitation the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations which shall include, without limitation, reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, of up to a certain number of Equity Shares at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, for cash at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined, in consultation with the BRLMs appointed in relation to the Issue to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLMs decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss), respectively of the SEBI ICDR Regulations, foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/ or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the Insurance and Regulatory Development Authority of India, insurance funds set up and managed by the Department of Posts, India, provident funds, pension funds, national investment fund, insurance funds, trusts/ societies registered under the Societies Registration Act, 1860, Indian mutual funds, systemically important non-banking financial companies, multilateral and bilateral development financial institutions, body corporates, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, or any other category of investors who are permitted to invest in the Equity Shares as per Applicable Laws (collectively referred to as the “Investors”), in one or more combinations thereof, whether through the Issue or otherwise in one or more modes or combinations thereof in consultation with the BRLMs /or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit.



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RESOLVED FURTHER THAT the Equity Shares allotted pursuant to the Issue shall be listed on Stock Exchanges.

RESOLVED FURTHER THAT subject to the approval of the shareholders of the Company, if applicable, the Board either by itself or through any other committee or sub-committee thereof constituted by the Board, be and is hereby authorized to do such acts, deeds and things as the Board or the committee or sub-committee thereof in its absolute discretion deems necessary or desirable in connection with the Issue.

RESOLVED FURTHER THAT the Board and such other persons as may be authorised by the Board be and is hereby authorised on behalf of the Company to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees of the Company (“Reservation”) or to provide a discount to the Issue price to retail individual bidders or eligible employees (“Discount”), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT all monies received out of the Fresh Issue shall be transferred to a separate bank account opened for the purpose of Issue referred to in Section 40(3) of the Companies Act, and application monies received pursuant to the Issue shall be refunded within such time, as specified by SEBI and in accordance with applicable law.

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 23, 62(1)(c) and any other applicable provisions, if any, of the Companies Act and other Applicable Laws, and in accordance with the enabling provisions of the memorandum and articles of association of the Company, the consent and approval of the shareholders through a special resolution in a general meeting be and is hereby accorded to issue and allot, at the discretion of the Board, such number of Equity Shares as may be decided by the Board, to certain investors as permitted under Applicable Laws on or prior to filing of the red herring prospectus with the RoC and SEBI (“**Pre-IPO Placement**”), at such price as the Board may, in consultation with the BRLMs and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of a Pre-IPO Placement, the size of the Issue



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would be reduced to the extent of Equity Shares issued under the Pre-IPO Placement subject to compliance with the minimum net offer size requirements prescribed under Regulation 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended.

RESOLVED FURTHER THAT, the Equity Shares so issued, allotted or transferred under the Issue (including any Reservation or green shoe option) shall be subject to the memorandum of association and the articles of association of the Company and shall rank pari passu in all respects with the existing Equity Shares of the Company and the investors who are issued, allotted or transferred the Equity Shares in the Issue shall be entitled to participate in dividends, if any, declared by the Company after the allotments of Equity Shares in the Issue, in compliance with the Applicable Laws.

RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Issue, the Board, in consultation with the BRLMs, be and is hereby authorised to determine any decision in relation to the Issue, including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, offer price, premium amount, discount (as allowed under Applicable Laws), Reservations, listing on one or more Stock Exchanges as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Issue including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Issue, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds and any such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT, the powers of the Board set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by the provisions of any other part of this resolution.

RESOLVED FURTHER THAT, in connection with any of the foregoing resolutions, the Board, CFO and/or Company Secretary 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, Maharashtra at



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Mumbai, 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 and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

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.”

ITEM NO. 2: TO APPROVE APPOINTMENT OF MR. PAUL DANIEL SALNIKOFF (DIN: 02127416), DESIGNATED AS MANAGING DIRECTOR AND CEO OF THE COMPANY AS MANAGING DIRECTOR AND CEO IN T E C BUSINESS CENTER FZE (“TEC Dubai”), WHOLLY OWNED SUBSIDIARY OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory amendment, modification or reenactment thereof), on recommendation and approval of Audit Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Paul Daniel Salnikoff, who has been appointed as the Managing Director and CEO of the Company with effect from 15th May 2025 in its Extra Ordinary general meeting held on 22nd April, 2025, as Managing Director and CEO of T E C Business Center FZE (“T E C Dubai”), wholly owned subsidiary of the Company to be effective from the date of this Extra Ordinary General Meeting i.e. 05th June 2025 he thereby holds the office or office of profit as such in the subsidiary company within the meaning of Section 188 of Companies Act, 2013, at a remuneration as mentioned below, to be paid by way of fixed and variable pay, allowances or otherwise either monthly or quarterly or half yearly or annually as may be decided by the Board of Directors of TEC Dubai from time to time:

1. **Remuneration:** Monthly remuneration amounting to USD 39,583.33 (United States Dollars Thirty-Nine Thousand Five Hundred Eighty-Three and Thirty-Three Cents) and housing allowance amounting to AED 50,000 (UAE Dirhams Fifty Thousand), equivalent to an approximate monthly remuneration of INR 45,53,346/- (Indian Rupees Forty-Five Lakh Fifty-Three Thousand Three Hundred Forty-Six).



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2. **Benefits:** The following benefits are extended as part of the employment package:
- a. Home Leave
 - b. Long service
 - c. Personal Accident and Travel Insurance
 - d. Life Insurance
 - e. Medical Insurance
 - f. Company Vehicle.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, each of the directors of the Board and/or Company Secretary, severally, on behalf of the Board, 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, Maharashtra at Mumbai, or any statutory or regulatory authorities as may be required from time to time.”

ITEM NO. 3: TO APPROVE INCREASE IN THE INVESTMENT LIMITS FOR NON-RESIDENT INDIANS (“NRI”) AND OVERSEAS CITIZENS OF INDIA (“OCI”):

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 applicable provisions of Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended up to date, the Consolidated Foreign Direct Investment Policy Circular of 2020 issued by the Department for Promotion of Industry and Internal Trade, Government of India, Master Directions – Foreign Investment issued by the Reserve Bank of India (as amended from time to time), the Companies Act, 2013, and the rules and regulations notified thereunder as amended (collectively referred to as the “**Companies Act**”) and subject to all applicable approvals, permissions and sanctions guidelines, circulars of the Reserve Bank of India (“**RBI**”), the Ministry of Finance, Government of India, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (“**Board**”), the limit of investment by NRIs and OCIs on a repatriation basis in the equity shares bearing face value of ₹2/- each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, is increased from 10% to 24% of the paid-up equity share capital of the Company on a fully diluted basis, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the total paid-up equity share capital of the Company on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time.

RESOLVED FURTHER THAT any of the Director and/or the Company Secretary 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



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with the Registrar of Companies, Maharashtra at Mumbai, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

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.”

ITEM NO. 4: TO APPROVE THE REMUNERATION OF MR. PAUL DANIEL SALNIKOFF (DIN: 02127416), MANAGING DIRECTOR AND 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, 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 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, and as recommended by the Nomination and Remuneration Committee and Board, the consent of the shareholders be and is hereby accorded to ratify the payment of remuneration of INR 18,03,600/- (Indian Rupees Eighteen Lakhs Three Thousand and Six hundred only) to Mr. Paul Daniel Salnikoff (DIN: 02127416) as Managing Director and CEO with effect from 15th May 2025 as detailed in the agreement tabled before the Board.

RESOLVED FURTHER THAT the consent of the shareholders be and is hereby accorded that where in any financial year during the currency of the tenure of Mr. Paul Daniel Salnikoff (DIN: 02127416) as the Managing Director and 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 Directors or Company Secretary of the Company be and are hereby severally 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,



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including with the Registrar of Companies, Maharashtra at Mumbai, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required.”

**For EXECUTIVE CENTRE INDIA LIMITED
(Formerly Executive Centre India Private Limited)**



Paul Daniel Salnikoff
Managing Director and CEO
DIN: 02127416
Address: G/F Felix Villas House 1,
61 Mount Davis Road, Mount Davis, Hong Kong



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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The meeting is being convened at shorter notice by virtue of the proviso to section 101(1) of the Companies Act, 2013.
3. The instrument appointing the proxy should be deposited at the registered office of the Company before the commencement of the meeting.
4. Members/proxies should bring the attendance slip enclosed herewith, duly filled in for attending the Meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting pursuant to Section 113 of the Companies Act, 2013.
6. All documents referred to in the notice are available and open for inspection at the registered office of the Company between during business hours on all working days up to the date of the Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the Meeting.
8. In terms of the requirements of the Secretarial Standards 2 on “General Meetings” issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.



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

Item No. 1 –

TO APPROVE RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFER OF EQUITY SHARES, INCLUDING, ANY DISCOUNT AND RESERVATION CONTEMPLATED IN THE OFFER:

The Company intends to list its equity shares (the “**Equity Shares**”) on one or more stock exchanges (“**Stock Exchanges**”) to enable the shareholders to have a formal marketplace for dealing with such Equity Shares. The Company proposes to create, offer, issue and allot fresh equity shares of the Company bearing face value ₹ 2/- each (the “**Equity Shares**”) each up to an aggregate of ₹33,000 million, on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including, without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, foreign portfolio investors and/or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

The proposed offering includes a fresh issue of the Equity Shares by the Company (“**Fresh Issue**” or the “**Issue**”). The Company intends to at the discretion of the board of directors of the Company (“**Board**”), undertake the Issue 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. The Board has in its meeting held on June 5, 2025, approved the Issue, subject to the approval of the members of the Company through a special resolution in a general meeting.

With respect to the Issue, the Company will be required to file a draft red herring prospectus (the “**DRHP**”) with the Securities and Exchange Board of India (the “**SEBI**”) and the Stock Exchanges, and subsequently file a red herring prospectus (the “**RHP**”) with the Registrar of Companies, Maharashtra at Mumbai (“**RoC**”) and thereafter with SEBI, and the Stock Exchanges and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Issue (the “**Prospectus**”, and together with the DRHP and the RHP, the “**Offer Documents**”), in accordance with the SEBI ICDR

Regulations, the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the “**Companies Act**”) and other applicable laws.

The Issue structure will be finalized at the absolute discretion of the Board. The Offer may also include a reservation of a certain number of Equity Shares for any category or categories of persons as permitted under applicable laws including eligible employees (the “**Reservation**”). In addition, the Company may undertake a private placement of certain Equity Shares to selected investors as permitted under



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applicable laws (the “**Pre-IPO Placement**”). Unless the context requires otherwise, the term, “**Issue**” includes the Fresh Issue and the Reservation. The Company may further offer a discount on the price at which Equity Shares are offered pursuant to the Issue, to any category or categories of persons as permitted under applicable laws including the eligible employees (the “**Discount**”).

The Equity Shares, if any, allotted in the Issue shall rank *pari passu* in all respects with the existing Equity Shares.

Please note that in terms of the SEBI ICDR Regulations, the entire pre-Issue equity share capital of the Company shall be locked-in for a period of six months from the date of allotment pursuant to the Issue, subject to exceptions under the SEBI ICDR Regulations.

Further, in terms of the SEBI ICDR Regulations, Equity Shares held by the shareholders prior to the Issue and locked-in for a period of six months may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the applicable lock-in and the transferee being ineligible to transfer such Equity Shares until expiry of the lock-in period, and compliance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Material information pertaining to the Issue is as follows:

(i) **Issue Price:**

The price at which the Equity Shares will be allotted through the Issue shall be determined and finalized by the Company in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) **The object(s) of the Fresh Issue:**

The proceeds of the Fresh Issue are to be utilized for the purposes that shall be disclosed in the Offer Documents. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

(iii) **Intention of Directors/Key managerial personnel/Senior management to subscribe to the Issue:**

The Company has not made and will not make an offer of Equity Shares to any of the directors or key managerial personnel or senior management. However, the directors or the key managerial personnel or the senior management may apply for the Equity Shares in the various categories under the Issue in accordance with applicable law, including the SEBI ICDR Regulations.

(iv) **Whether a change in control is intended or expected:**

No change in control of the Company is intended or expected pursuant to the Issue.

(v) **Allotment**

The allotment of Equity Shares pursuant to the Issue shall be completed within such time period as may be prescribed under applicable law.



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The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

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

All the directors, key managerial personnel and relatives of directors and/ or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and, to the extent shares may be subscribed for and allotted in their names.

Item No. 2 –

TO APPROVE APPOINTMENT OF MR. PAUL DANIEL SALNIKOFF (DIN: 02127416), DESIGNATED AS MANAGING DIRECTOR AND CEO OF THE COMPANY AS MANAGING DIRECTOR AND CEO IN T E C BUSINESS CENTER FZE (“TEC Dubai”), WHOLLY OWNED SUBSIDIARY OF THE COMPANY

Mr. Paul Daniel Salnikoff (DIN: 02127416) has been appointed 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, in the Extra-Ordinary General Meeting held on 22nd April, 2025. The terms and conditions of appointment have been approved by the shareholders in the aforesaid general meeting.

Mr. Paul Daniel Salnikoff is a related party under Section 2(76) of Companies Act, 2013 (“the Act”). As per the requirement of Section 177 of the Act, the Audit Committee of the Board in its meeting held on 14th May 2025, has approved and recommended the appointment of Mr. Paul Daniel Salnikoff as Managing Director & CEO in T E C Dubai, the wholly owned subsidiary of the Company and it has been further approved to pay him from T E C Dubai a total monthly remuneration amounting to USD 39,583.33 (United States Dollars Thirty-Nine Thousand Five Hundred Eighty-Three and Thirty-Three Cents) and housing allowance amounting to AED 50,000 (UAE Dirhams Fifty Thousand), equivalent to an approximate monthly remuneration of INR 45,53,346/- (Indian Rupees Forty-Five Lakh Fifty-Three Thousand Three Hundred Forty-Six), by way of fixed and variable pay, allowances or otherwise either monthly or quarterly or half yearly or annually as may be decided by the Board of Directors of TEC Dubai from time to time.

After considering the recommendation of Audit Committee, the Board of Directors of the Company vide their resolution dated 05th June, 2025 has approved the appointment of Mr. Paul Daniel Salnikoff as Managing Director and CEO of T E C Dubai along with the aforementioned remuneration.

Pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014, approval of the shareholders is, inter alia, required by passing a Special resolution, where a Director holds an office or place of profit in the subsidiary.



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Additional disclosure required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 –

(a)	name of the related party	Mr. Paul Daniel Salnikoff
(b)	name of the director or key managerial personnel who is related, if any	Mr. Paul Daniel Salnikoff
(c)	nature of relationship	Designated as Managing Director and CEO (appointed w.e.f. 15 th May 2025)
(d)	nature, material terms, monetary value and particulars of the contract or arrangement	<p>Nature: Permanent employment with the subsidiary of the Company, TEC Dubai.</p> <p>Monetary Value and other terms:</p> <p>a. Monthly salary: USD 39,583.33 (approximately INR 3,388,346)</p> <p>b. Monthly housing allowance: AED 50,000 (approximately INR 1,165,000)</p> <p>c. The following benefits are extended as part of the employment package:</p> <ol style="list-style-type: none"> i. Home Leave ii. Long service iii. Personal Accident and Travel Insurance iv. Life Insurance v. Medical Insurance vi. Company Vehicle
(e)	any other information relevant or important for the members to take a decision on the proposed resolution	N/A

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

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives other than Mr. Paul Daniel Salnikoff to whom the resolution relates, in any way, concerned or interested, financially or otherwise, in the said resolution.



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Item No. 3 –

TO APPROVE INCREASE IN THE INVESTMENT LIMITS FOR NON-RESIDENT INDIANS (“NRI”) AND OVERSEAS CITIZENS OF INDIA (“OCI”)

In terms of Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the “**FEMA Regulations**”), and the Consolidated Foreign Direct Investment Policy Circular of 2020, as amended (together with the FEMA Regulations, the “**FEMA Laws**”), the Non-resident Indians (“**NRI**”) and Overseas Citizens of India (“**OCI**”), together, can acquire and hold on a repatriation basis up to an aggregate limit of 10% of the paid up equity share capital of an Indian company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India, as required under FEMA Laws. Considering the proposal of intending to get the shares of the Company listed, the Board of Directors of the Company (“**Board**”) has, at its meeting held on June 5, 2025, proposed, subject to the approval of the shareholders by way of a special resolution, to increase the foreign investment limit of NRIs and OCIs to 24% of the paid up equity share capital of the Company. This would allow non-resident Indians to acquire to a greater extent the equity shares proposed to be offered in the Issue and also allow effective post-listing trading in the Equity Shares by non-resident Indians.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 3 of the Notice for the approval of the members.

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 in the proposed resolution, except in the ordinary course of business.

ITEM NO. 4

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 and the shareholders in their respective meetings held on March 22, 2025 had approved the appointment of Mr. Paul Daniel Salnikoff (DIN: 02127416) as the Managing Director and CEO of the Company with effect from 15th May 2025 for a tenure of 5 (five) years and liable to retire by rotation on such terms and conditions as approved by them.



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Upon recommendation of Nomination and Remuneration Committee, the Board has approved to pay remuneration of INR 18,03,600/- (Indian Rupees Eighteen Lakhs Three Thousand and Six hundred only) to Mr. Paul Daniel Salmnikoff as Managing Director and CEO of the Company with effect from 05th June 2025 subject to approval of shareholders in this ensuing EGM, as detailed below:

a. Salary Components

Particulars	Monthly (in INR)	Annual (in INR)
Basic	75,000	900,000
House Rent Allowances	37,500	450,000
Leave Travel Allowances	7,500	90,000
Books & Periodicals	1,500	18,000
Attire Allowances	12,000	144,000
Petrol Allowances	12,000	144,000
Adhoc Allowances	3,000	36,000
Gross	148,500	1,782,000
Retirals		
Employer Provident Fund	1,800	21,600
CTC	150,300	1,803,600

b. Payment date

Salaries are issued to the employee not later than either on the last business day of the month.

c. Bonus

Bonus is discretionary and will be paid as per policy, as and when applicable. The payment of such bonus is contingent upon your performance and/or the performance of the Company. In order to be eligible for receiving any such payments, you must be an active employee i.e., not working under notice of termination or resignation on the date of disbursement.

d. Gratuity

You will be eligible for Gratuity as per the payment of Gratuity Act, 1972.

e. Employees' Provident Fund

You will be required to participate in the Employees' Provident Fund maintained by the Company in accordance with the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act"). Your eligibility and contribution (both by the Company and you) to the Provident Fund will be in accordance with the EPF Act and the schemes framed thereunder.

f. Medical / Hospitalization Benefits

You will be provided Medical Insurance



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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:

Mr. Paul Daniel Salnikoff (DIN: 02127416), who is already appointed as Managing Director and CEO of the Company with effect from 15th May 2025:

a.	Background details	As stated in the Explanatory Statement of item no. 3 of this Notice.
b.	Past remuneration	Not applicable
c.	Recognition or awards	-
d.	Job profile and his suitability	He 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.



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e.	Remuneration proposed	As stated in the Explanatory Statement of item no. 3 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 Daniel Salnikoff 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:

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.

Additional Information of Mr. Paul Daniel Salnikoff (DIN: 02127416) 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:

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	a. Stakeholders' Relationship Committee b. Risk Management Committee c. Corporate Social Responsibility Committee



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		d. Initial Public Offer 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	3
14.	Sitting fees / Commission	Nil
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 draft appointment letter.
18.	Details of the remuneration last drawn by such person, if applicable	Not applicable
19.	Details of remuneration to be paid	INR 18,03,600/- (Indian Rupees Eighteen Lakhs Three Thousand and Six hundred only) as bifurcated above

Accordingly, the Board recommends the Special Resolution as set out in Item No. 4 of the Notice for the approval of the members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives other than Mr. Paul Daniel Salnikoff to whom the resolution relates, in any way, concerned or interested, financially or otherwise, in the said resolution.

For EXECUTIVE CENTRE INDIA LIMITED
(Formerly Executive Centre India Private Limited)



Paul Daniel Salnikoff
Managing Director and CEO
DIN: 02127416

Address: G/F Felix Villas House 1,
61 Mount Davis Road, Mount Davis, Hong Kong



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Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) of _____ shares of the above-named company hereby appoint:

Name:	
Address:	
E-mail Id:	
Signature, or failing him/her	

Name:	
Address:	
E-mail Id:	
Signature, or failing him/her	

Name:	
Address:	
E-mail Id:	
Signature	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 03/2025-26 Extra Ordinary General Meeting (“EGM”) to be held on Thursday, 5th June 2025 at 05:30 P.M. (IST) at the registered office of the Company at Level 1, First International Financial Centre, Plot Nos. C-54 & C-55 G Block Road, Bandra Kurla Complex, Bandra(East), Mumbai, Maharashtra, India, 400051 and at any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated below:



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Sr. No.	Description of Resolution	Type of Resolution	For	Against
1	To approve the raising of capital through an Initial Public Offer of equity shares, including, any discount and reservation contemplated in the offer			
2	To approve appointment of Mr. Paul Daniel Salnikoff (DIN: 02127416), designated as Managing Director and CEO of the Company as Managing Director and CEO in T E C Business Center Fze (“TEC Dubai”), wholly owned subsidiary of the company.			
3	To approve increase in the investment limits for Non-Resident Indians (“NRI”) and Overseas Citizens of India (“OCI”).			
4	To approve the remuneration of Mr. Paul Daniel Salnikoff (DIN: 02127416), Managing Director and CEO of the Company.			

Signed this ____ day of _____, 2025

Signature of Member: _____

Signature of Proxy holder(s): _____

Affix
Revenue
stamp



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ATTENDANCE SLIP

Attendance Slip of the 03/2025-26 Extra Ordinary General Meeting (“EGM”) of the Members of Executive Centre India Limited (“**the Company**”) (Formerly Executive Centre India Private Limited) held on Thursday, 5th June 2025 at 05:30 P.M. (IST) at the registered office of the Company at Level 1, First International Financial Centre, Plot Nos. C-54 & C-55 G Block Road, Bandra Kurla Complex, Bandra(East), Mumbai, Mumbai, Maharashtra, India, 400051

(Please fill Attendance Slip and hand it over at the entrance of the meeting hall)

1.	Name(s) of Member(s) including Joint holders, if any <i>(in Block letters)</i>	
2.	Registered address of the sole/ first shareholder	
3.	Registered Folio No. /*DP ID No. and Client ID No. <i>(*Applicable to members holding shares in dematerialized form)</i>	
4.	Number of shares held	

I/ We hereby record our presence at the 03/2025-26 Extra Ordinary General Meeting (“EGM”) of the Members of Executive Centre India Limited (Formerly Executive Centre India Private Limited) held on Thursday, 5th June 2025 at 05:30 P.M. (IST) at the registered office of the Company at Level 1, First International Financial Centre, Plot Nos. C-54 & C-55 G Block Road, Bandra Kurla Complex, Bandra(East), Mumbai, Mumbai, Maharashtra, India, 400051.

Signature of Member/Authorised Representative/Proxy of Member



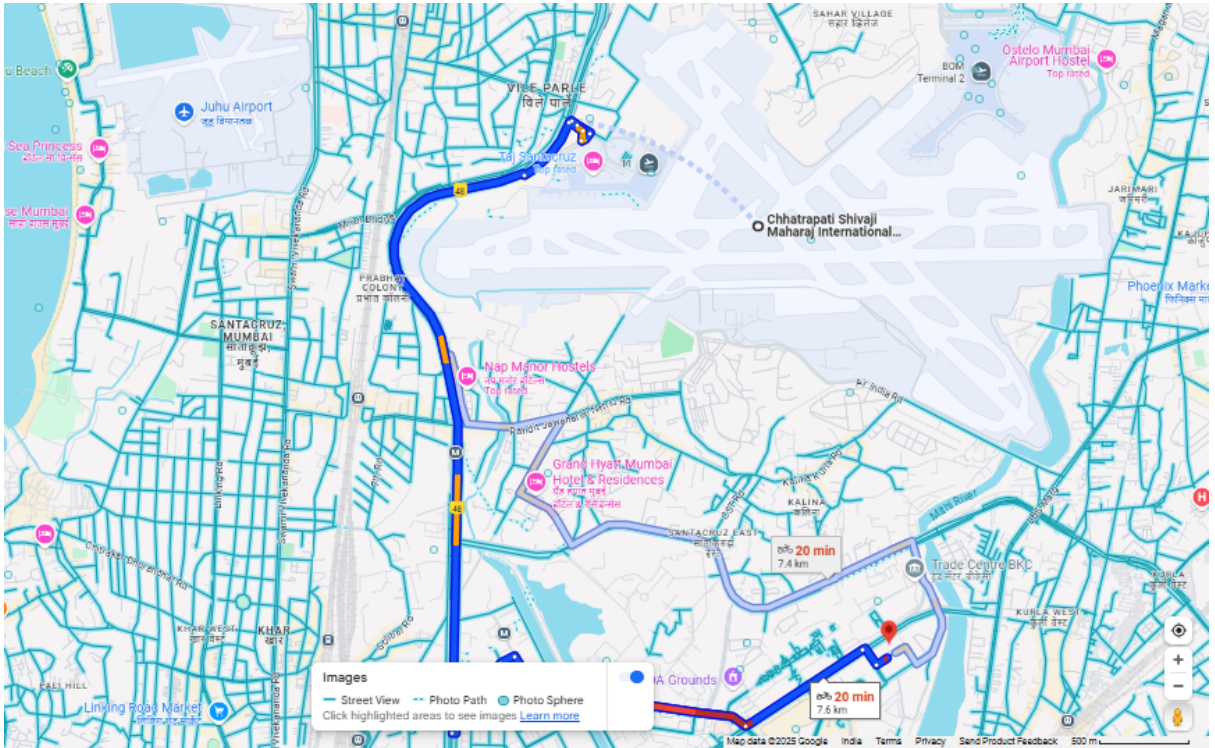
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ROUTE MAP TO THE EGM VENUE



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