



Art of Building Spaces

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the members of DNR Corporation Private Limited will be held on Tuesday, 26th day of October 2021 the at 10.00 A.M at the registered office of the Company No. 303, A Wing, Queens Corner Apartments, Queens Road, Bengaluru - 560001 to transact the following business:

Special Business:

1. APPROVAL FOR GIVING GUARANTEE AND/OR SECURITY INACCORDENCE TO PROVISIONS OF SECTION 186 OF COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions, if any, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to give any guarantee and/or provide securities as described herein below in connection with a loan to be availed by the following Companies for the purpose of proposed project named "DNR Altitude":

"RESOLVED THAT the Company do note the offer of ICICI Bank Limited ("ICICI Bank") to provide to KRISHNA PRIYA ESTATES PRIVATE LIMITED (the "Borrower 1") the following financial assistances (the "Facilities") :

Sr. No.	Nature of the Facilities	Amount of the Facilities / Limits (Rs. in million)
1.	Rupee Term Loan ("RTL")	1500.0
2.	Letter of Credit Facilities ("LC Facilities")	250.0
3.	Bank Guarantee Facilities (the "BG Facilities")	50.0

on the terms and conditions contained in the Credit Arrangement Letter No CAL201013223151 dated July 26, 2021 ("CAL") issued by ICICI Bank to the Borrower 1 in this regard.

RESOLVED FURTHER THAT the Company also do note the offer of ICICI Bank Limited ("ICICI Bank") to provide to MICRO INFRASTRUCTURE INDIA PRIVATE LIMITED (the "Borrower 2") the following financial assistances (the "Facilities"):

Sr. No.	Nature of the Facilities	Amount of the Facilities / Limits (Rs. in million)
1.	Rupee Term Loan II ("RTL II")	750.0
2.	Rupee Term Loan IIA ("RTL IIA") as a sub limit of RTL II	750.0
3.	Letter of Credit (LC) as a sub limit of RTL II	250.0
4.	Bank Guarantee (BG) as a sub limit of RTL II	50.0

on the terms and conditions contained in the Credit Arrangement Letter No: CAL159597069814 dated July 26, 2021 ("CAL") issued by ICICI Bank to the Borrower 2 in this regard.

The Company do guarantee the repayment / payment by the Borrower of the Facilities and all monies in respect thereof to ICICI Bank in accordance with the terms of the facility agreement and the other Transaction Documents.

RESOLVED THAT the drafts of the Deed of Hypothecation, Guarantee, the Mortgage Deed and other deeds, documents, undertakings and writings required to be executed by the Company in connection with the security for the Facilities or otherwise (copies whereof have been circulated to the Board/Committee / placed on the table at the meeting) be and is/are hereby approved and accepted.

RESOLVED THAT the following Directors officers viz. Mr. Vipul Kumat Mr. Ritesh Kumat and Mr. Anand Surana (the authorised Directors) be and are hereby severally authorised to execute all agreements, deeds, documents, undertakings and other writings as may be necessary or required for the purposes aforesaid, and to accept and execute any amendments or modifications to any agreements, deeds, documents, undertakings and other writings, including acknowledgement of debt/balance confirmation(s), as and when necessary.

RESOLVED THAT the Common Seal of the Company be affixed to the stamped engrossment(s) in duplicate of the Facility Agreement (including Schedules), Deed of Hypothecation, the Mortgage Deed and to all other deeds, documents, undertakings or writings as may be required to be executed under the Common Seal in the presence of any of the following directors /officers Mr. Vipul Kumat Mr. Ritesh Kumat and Mr. Anand Surana (the authorized Directors) who shall sign the same in token thereof and Mr. Vipul Kumat Managing Director of the Company who shall sign / countersign the same in token thereof.

RESOLVED THAT after execution of the aforesaid Mortgage Deed, the same be lodged for registration with any registering authority competent in that behalf.

RESOLVED THAT the Company do file the requisite particulars of charge with the Registrar of Companies immediately upon execution of the Deed of Hypothecation / Mortgage Deed.

RESOLVED THAT Copies of the aforesaid resolutions certified to be true be furnished to ICICI Bank and they be requested to act thereon."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide and finalize the terms and conditions to give any guarantee or providing securities within the aforesaid and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

2. APPROVAL FOR GIVING GUARANTEE AND/OR SECURITY IN ACCORDENCE TO PROVISIONS OF SECTION 185 OF COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 185(2) of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to give any guarantee or provide security to MICRO INFRASTRUCTURE INDIA PRIVATE LIMITED (Borrower) in connection with a loan repayment / payment by the Borrower of the Facilities and all monies in respect thereof to ICICI Bank in accordance with the terms of the facility agreement and the other for the following financial assistances (the "Facilities"):

Sr. No.	Nature of the Facilities	Amount of the Facilities / Limits (Rs. in million)
1.	Rupee Term Loan II ("RTL II")	750.0
2.	Rupee Term Loan IIA ("RTL IIA") as a sub limit of RTL II	750.0
3.	Letter of Credit (LC) as a sub limit of RTL II	250.0
4.	Bank Guarantee (BG) as a sub limit of RTL II	50.0

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide and finalize the terms and conditions to give any guarantee or providing securities within the aforesaid and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”

FOR DNR CORPORATION PRIVATE LIMITED



Date: 30.09.2021
Place: Bengaluru

VIPUL KUMAR KUMAT
DIN: 00040728
Managing Director
Address: # A 1404 Mantri Greens,
1 Sampige Road, Next to Mantri Mall,
Malleshwaram, Bengaluru - 560003

NOTE:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and proxy need not be a member. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
2. Explanatory statement as per Section 102(1) of the Companies Act, 2013 is annexed to this notice.
3. Members are requested to intimate to the Company's Registered Office, any change in their registered address, if any.
4. Route Map for the venue of the Meeting is as follows:

Your Company is growing and therefore in order capture the various opportunities of the prevailing industry, the Board of Directors is seeking the approval of the members pursuant to section 186 provisions over and above the limit as specified in the resolution at item no. 1

The Directors, therefore, recommend this resolution as Special Resolution for approval of the shareholders.

None of the Directors, KMP or their relatives are interested in the said resolution.

Item No. 2

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by granting loans, giving guarantee or providing security to Directors having interest in body corporate as and when required.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Extra-Ordinary General Meeting for to give any guarantee or provide security to **MICRO INFRASTRUCTURE INDIA PRIVATE LIMITED**(Borrower) (which is accustomed to act in accordance with the directions or instructions of the Board) in connection with a loan repayment / payment by the Borrower of the Facilities and all monies in respect thereof to ICICI Bank in accordance with the terms of the facility agreement.

Further, pursuant to the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, the Company is required to obtain prior approval of shareholders/members by way of special resolution passed at a general meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The Directors, therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, KMP or their relatives are interested in the said resolution.

Date: 30.09.2021
Place: Bengaluru

FOR DNR CORPORATION PRIVATE LIMITED


VIPUL KUMAR KUMAT
DIN: 00040728
Managing Director
Address: # A 1404 Mantri Greens, # 1 Sampige
Road, Next to Mantri Mall, Malleshwaram,
Bangaluru - 560003