

THRIVE FUTURE HABITATS LIMITED

(Formerly Known as Ador Multiproducts Limited)

CIN: L85110MH1948PLC310253

www.thrivefuturehabitats.com



Notice of Extra-Ordinary General Meeting

Notice is hereby given that the Extra-ordinary General Meeting (“EGM”) of the Shareholders of Thrive Future Habitats Limited (*Formerly known as Ador Multiproducts Limited*) (“**the Company**”) will be held on Tuesday, February 17, 2026, at 04.00 PM IST through video conferencing (“VC”)/ other audio-visual means (“OAVM”) to transact the following business:

Special Business:

Item No. 1

INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT AMENDMENT IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), read with enabling provisions of Memorandum of Association and Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 22,00,00,000/- (Rupees Twenty Two Crore Only), divided into 2,20,00,000 (Two Crore Twenty Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

“V. The Authorized Share Capital of the Company is ₹ 22,00,00,000/- (Rupees Twenty -Two Crore Only), divided into 2,20,00,000 - (Two Crore Twenty Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/ or Ms. Pinki Sharma, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to take such steps as may be necessary and to do and perform all such acts, deeds, matters, and things and make, sign and file such applications/ forms with Registrar of Companies (ROC) and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolutions and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit.”

Item No. 2

ISSUANCE OF UP TO 17,58,592 EQUITY SHARES TO THE PERSONS/ ENTITIES BELONGING TO THE “PUBLIC” CATEGORY ON PREFERENTIAL BASIS

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Companies Act**”) read with the Companies

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(Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Limited, where the shares of the Company are listed (“**Stock Exchange**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**Takeover Regulations**”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis up to 17,58,592 (Seventeen Lakh Fifty-Eight Thousand Five Hundred and Ninety-Two) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each (“**Equity Shares**”) for cash, at an issue price of Rs. 125.10/- (Rupees One Hundred Twenty-Five and Ten Paise Only) each, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 21,99,99,859.20/- (Rupees Twenty-One Crore Ninety-Nine Lakh Ninety-Nine Thousand Eight Hundred Fifty-Nine and Twenty Paise Only), on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned persons/ entities belonging to the “**Public**” category (“**Proposed Allottees**”) in the manner as follows:

| Sr. No. | Name of the Proposed Allotees | Category | No. of Equity Shares to be allotted (Up to) |
|--------------|-------------------------------|----------|---|
| 1. | Rajendra Singh Pawar | Public | 8,39,328 |
| 2. | Vijay Kumar Thadani | Public | 8,39,328 |
| 3. | Neha Subash Idnany | Public | 79,936 |
| Total | | | 17,58,592 |

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be Friday, January 16, 2026, which is 30 days prior to the date of Extra-ordinary General Meeting of the members of the Company, scheduled for Tuesday, February 17, 2026.

RESOLVED FURTHER THAT the aforesaid issue of Equity shares shall be subject to the following terms and conditions:

- The Equity shares to be issued and allotted shall be fully paid up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend, voting powers, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue

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and allotment of the said Equity Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to BSE, and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

- c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- d) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- e) The Equity Shares to be allotted shall be subject to locked in for such period as specified in the provisions of Chapter V of SEBI ICDR Regulations and any other applicable law for the time being in force.
- f) The Equity Shares to be issued and allotted to the Proposed Allottee pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.
- i) The Equity Shares so offered/issued and allotted to the Proposed Allottee, shall be issued by the Company for cash consideration.
- j) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.
- k) The monies received by the Company from the Proposed Allottee for subscription to the Equity Shares pursuant to the Preferential Issue shall be kept by the Company in a separate bank account opened/ designated by the Company for this purpose and shall be utilized by the Company only in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to Preferential Issue Committee to give effect to the aforesaid resolution(s) including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval and other statutory or regulatory authorities execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps and actions which may be incidental, consequential, relevant or ancillary in this condition.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, and/ or Ms. Pinki Sharma, Company Secretary & Compliance Officer of the Company and/or the Committee of the Board of Directors be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation- circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities

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Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

Item No. 3

APPROVAL FOR PAYMENT OF REMUNERATION TO MR. VINAY KUMAR SINGH, MANAGING DIRECTOR (DIN 06497700) FOR THE PERIOD OF 2 YEARS

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 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members be and is hereby accorded to pay the remuneration to Mr. Vinay Kumar Singh (DIN: 06497700) Managing Director of the Company, with effect from May 27, 2025, for a period of two (2) years.

RESOLVED FURTHER THAT the remuneration proposed to be paid to Mr. Vinay Kumar Singh shall be as under:

- FY 2025–26: ₹5,00,000 per month (Rupees Five Lakh per month); and
- FY 2026–27: ₹12,50,000 per month (Rupees Twelve Lakh Fifty Thousand per month);

as remuneration, inclusive of salary, allowances and other benefits, on such terms and conditions as determined by the Board.

RESOLVED FURTHER THAT in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Vinay Kumar Singh, Managing Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary such as statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above Resolution including to authorize any of the Directors and/or Key Managerial Personnel and/or Officers of the Company and to take necessary actions for and on behalf of the Company in that regard.”

Item No. 4

APPROVAL OF ADOPTION OF NEW SET OF THE ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of

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the Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.”

By Order of the Board of Directors
For Thrive Future Habitats Limited
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Sd/-
Pinki Sharma
Company Secretary & Compliance Officer

Date: January 22, 2026
Place: Mumbai, Maharashtra

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NOTES:

1. The meeting shall be deemed to be conducted at the Registered Office of the company situated at 'Ador House' 5th Floor, 6 K Dubash Marg, Fort, Mumbai, Maharashtra – 400001, India.
2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22, 2025 ('MCA Circulars') and all other relevant circulars issued from time to time, has allowed the Companies to conduct the EGM through Video Conferencing or Other Audio-Visual Means ('VC/OAVM'). In accordance with the said MCA Circulars and applicable provisions of the Act, the EGM of the Company shall be conducted through VC/OAVM. National Securities Depositories Limited ('NSDL') will be providing facilities in respect of:
 - (a) voting through remote e-voting;
 - (b) participation in the EGM through VC/OAVM facility;
 - (c) e-voting during the EGM.

Hence, Members can attend and participate in the ensuing EGM through VC/OAVM hereinafter called E-EGM.

3. As the EGM shall be conducted through VC / OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the proxy form, attendance slip and route map are not annexed to this Notice. However, the Corporate Bodies are entitled to appoint an authorized representatives to attend the EGM through VC/OAVM and participate and cast their votes through e-voting.
4. The attendance of the Members attending the EGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The Members can join the E-EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting i.e. from 03:45 pm to 04:15 pm by following the procedure mentioned in the Notice. The facility of participation at the E-EGM through VC /OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the E-EGM without restriction on account of first come first served basis.
6. The Notice calling the E-EGM has been uploaded on the website of the company i.e. www.thrivefuturehabitats.com. The Notice can be accessed from the website of Bombay Stock Exchange i.e. www.bseindia.com. The EGM Notice is also disseminated on the website of NSDL (the agency for providing the Remote e-voting facility and e-voting system during the EGM i.e. www.evoting.nsdl.com)
7. The Company is pleased to provide e-Voting facility to its Members of the Company to enable them to cast their votes electronically on the items mentioned in the notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the E-EGM will be provided by NSDL. A separate communication for e-voting is being sent along with Annual Report to the Members to enable them to cast their votes through e-Voting. We encourage your participation and expect your support in this green initiative. To receive communications from the company in electronic form, please register your e-mail

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address with DP/ RTA.

8. In terms of Section 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of EGM by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May, 2020, Notice of the EGM is being sent through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of the EGM will also be available on the Company's website and the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com
9. To support "Green Initiative", members who have not registered their e-mail addresses are requested to register the same with DPs/BgSE Financials Limited.

VOTING THROUGH ELECTRONIC MEANS:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members, the facility to exercise their right to vote electronically (on resolutions proposed to be considered at the EGM to be held on Tuesday, 17th February, 2026. The business may be transacted through e- voting services. The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility. The Notice is displayed on the Company's website viz., <http://www.thrivefuturehabitats.com/> and on the website of NSDL viz., www.nsd.co.in.
2. The process and manner for remote e-voting are as under:

The remote e-voting period begins on Saturday, 14th February, 2026 at 09:00 A.M. and ends on Monday, 16th February, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 10th February, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 10th February, 2026.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|----------------------|--------------|
|----------------------|--------------|

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Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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| | |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |

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| | |
|---|---|
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |
|---|---|

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

| |
|---|
| <u>How to cast your vote electronically and join General Meeting on NSDL e-Voting system?</u> |
| 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status. |

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2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail csdineshbirla@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 – 4886 7000 and 022 – 2499 7000 or send a request to NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs.adormultiproducts@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to

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cs.adormultiproducts@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs.adormultiproducts@gmail.com. The same will be replied by the company suitably.

Explanatory Statement

(Pursuant to Section 102(1) of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications) thereto or re-enactments made thereunder, if any, for the time being in force (the “Act”), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

Item No. 1:

Presently, the Authorized Share Capital of the Company is ₹ 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

Considering the share capital expansion plans of the Company including issuance of requisite number of fresh Equity Shares pursuant to the Preferential Issue as proposed under Item No. 2, the Company needs to have enough unissued Authorized Share Capital. The Board of Directors at their meeting held on Thursday, January 22, 2026, considered it desirable to increase the Authorized Share Capital of the Company from ₹ 20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹ 10/- (Rupees Ten Only) each to 2,20,00,000 (Two Crore Twenty Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each.”

Consequent upon the increase in authorized share capital as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The copy of altered Memorandum of Association of the Company will be available for inspection electronically. Any member/shareholder seeking inspection may write to us at cs.adormultiproducts@gmail.com.

The provisions of the Companies Act, 2013 require the Company to seek approval of the members for increase in authorized share capital and consequent alteration of the Capital Clause of the Memorandum of Association and Article of Association; accordingly, the Board recommends the resolution set forth in Item No. 1 for the approval of the members of the Company by way of an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 2:

The **Special Resolution** contained in Item No. 2 of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made there under to issue and allot, up to 17,58,592 (Seventeen Lakh Fifty-Eight Thousand Five Hundred and Ninety-Two) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each (“**Equity Shares**”), for cash, at an issue price of Rs. 125.10/- (Rupees One Hundred Twenty-Five and Ten Paise Only) each, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 21,99,99,859.20/- (Rupees Twenty-One Crore Ninety-Nine Lakh Ninety-Nine Thousand Eight Hundred Fifty-Nine and Twenty Paise Only), to certain persons/ entities belonging to the “**Public**” category, on a preferential basis.

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The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board of Directors (“Board”) in their meeting held on Thursday, January 22, 2026.

The approval of the members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Preferential Issue

The Company intends to utilize the proceeds raised through the issue (“Issue Proceeds”) towards the following objects:

| Sr. No. | Particulars | Estimated utilization of Net Proceeds (Rs. In Crore) * | Tentative timelines for utilization of net proceeds from the date of receipt of funds |
|--------------|---|--|---|
| 1. | Working Capital Requirements | 1,09,99,992.96 | By March 31, 2027 |
| 2. | Acquisition of Land parcels, development and construction of Real Estate Projects * | 15,39,99,901.44 | By March 31, 2028 |
| 3. | General Corporate Purposes | 5,49,99,964.80 | By March 31, 2028 |
| TOTAL | | 21,99,99,859.20 | |

(*) The Company has been taken over by the new promoters within the last one year and, pursuant thereto, has altered its name and main objects to align with its entry into the real estate sector. Accordingly, the proceeds of the proposed preferential issue are intended to be utilized for Acquisition of Land parcels, development and construction of Real Estate Projects in the ordinary course of the Company’s business.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Issue Proceeds. Pending utilization of the Issue Proceeds for the Objects described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

II. Monitoring of Utilization of Funds

Given that the issue size does not exceed Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“Monitoring Agency”).

III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on Thursday, January 22, 2026, had, subject to approval of the members of the Company (“Members”) and such other approvals as may be required, approved the issue of up to 17,58,592 (Seventeen Lakh Fifty-Eight Thousand Five Hundred and Ninety-Two) Equity

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Shares of face value of Rs. 10/- each, to certain persons/ entities belonging to the “Public” Category, at an issue price of Rs. 125.10/- (Rupees One Hundred Twenty-Five and Ten Paise Only) each, determined in accordance with the terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity Shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity Shares shall be payable at the time of allotment of Equity Shares.

IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

None of promoters, directors, key managerial personnel, or senior management of the Issuer intent to subscribe to the offer or separately in furtherance of the objects specified herein above.

V. The Shareholding Pattern of the Issuer before and after the Preferential Issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the “Public” category is likely to be as follows:

| Category | Pre Issue Shareholding Structure | | Equity Shares to be allotted (Up to) | Post Issue Shareholding Structure | | |
|---|----------------------------------|---------------|--------------------------------------|-----------------------------------|---------------|---------------|
| | No. of Shares | % | | No. of Shares | %* | %** |
| (A) Promoter Shareholding | | | | | | |
| (1) Indian | | | | | | |
| (a) Individuals & HUF | 52,73,421 | 55.16 | 0 | 52,73,421 | 46.59 | 52.65 |
| (b) Bodies Corporate | 16,57,820 | 17.34 | 0 | 16,57,820 | 14.64 | 8.04 |
| Sub Total (A)(1) | 69,31,241 | 72.50 | 0 | 69,31,241 | 61.23 | 60.69 |
| (2) Foreign promoters | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Total Promoter shareholding A=A1 +A2 | 69,31,241 | 72.50 | 0 | 69,31,241 | 61.23 | 60.69 |
| (B) Public Shareholding | | | | | | |
| B1) Institutional Investors | 400 | 0.00 | 0 | 400 | 0.00 | 0.00 |
| B2) Central Govt./Stat Govt./POI | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| B3) Non-Institutional Investors | | | | | | |
| Individuals | 20,34,092 | 21.27 | 17,58,592 | 37,92,684 | 33.51 | 35.45 |
| Body Corporate | 1,58,502 | 1.66 | 0 | 1,58,502 | 1.40 | 0.77 |
| Others (Including HUF, LLP & NRI) | 4,36,754 | 4.57 | 0 | 4,36,754 | 3.86 | 3.09 |
| Total Public Shareholding B=B1+B2+B3 | 26,29,748 | 27.50 | 17,58,592 | 43,88,340 | 38.77 | 39.31 |
| C) Public – Non-Public | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Grand Total (A+B+C) | 95,60,989 | 100.00 | 17,58,592 | 1,13,19,581 | 100.00 | 100.00 |

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company, i.e., Rs. 11,31,95,810 (Rupees Eleven Crore Thirty One Lakh Ninety Five Thousand Eight Hundred and Ten Only) divided into 1,13,19,581 (One Crore Thirteen Lakh Nineteen Thousand Five Hundred and Eighty One) Equity Shares of face value of Rs. 10/- each (Rupees Ten Only).

(**) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis, i.e., Rs. 20,63,19,450 (Rupees Twenty Crore Sixty Three Lakh Nineteen Thousand Four Hundred and Fifty Only) divided into 2,06,31,945 (Two Crore Six Lakh Thirty One Thousand Nine Hundred

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and Forty Five) Equity Shares of face value of Rs. 10/- each (Rupees Ten Only).

Notes:

- As on date, the Company has 93,12,364 Fully Convertible Warrants (“Warrants”) outstanding. Accordingly, the post-preferential share capital of the Company on fully diluted basis has been computed after taking into account the conversion of the said Warrants.
- The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, January 16, 2026.
- Post shareholding structure may change depending upon any other corporate action in between.

VI. Proposed time frame within which the Preferential Issue shall be completed:

As required under Regulation 170 of the SEBI ICDR Regulations, Preferential Issue of the said Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 2. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals or permissions.

VII. Number of people to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

The Board of Directors of the Company at their meeting held on May 16, 2025, has approved the allotment of 48,87,356 Equity Shares of face value of Rs. 10/- each, and 93,12,364 Fully Convertible Warrants (“Warrants”) at an issue price of Rs. 31.41/- each, on a preferential basis, to following persons/ entities:

| Sr. No. | Name of the Allottee | Category | Equity Shares Allotted | Warrants Allotted |
|--------------|-----------------------------|---------------------------|------------------------|-------------------|
| 1. | Mr. Arvinder Singh Pasricha | Promoter & Promoter Group | 26,36,705 | 27,95,502 |
| 2. | Mrs. Aman Pasricha Balsara | Promoter & Promoter Group | 22,50,651 | 27,95,502 |
| 3. | Mr. Goonmeet Singh Chauhan | Public | - | 23,46,901 |
| 4. | Mr. Vinay Kumar Singh | Public | - | 11,73,451 |
| 5. | VNAM Advisors LLP | Public | - | 2,01,008 |
| Total | | | 48,87,356 | 93,12,364 |

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

| Sr. No. | Name of the Proposed Allottees | Category | Name of the Ultimate Beneficial Owner |
|---------|--------------------------------|----------|---|
| 1. | Rajendra Singh Pawar | Public | Not Applicable, allottee being a natural person |
| 2. | Vijay Kumar Thadani | Public | Not Applicable, allottee being a natural person |
| 3. | Neha Subash Idnany | Public | Not Applicable, allottee being a natural person |

IX. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

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| Sr. No. | Name of the Proposed Allottee | Pre-Shareholding Structure | | Equity Shares to be allotted | Post Issue Shareholding structure | | |
|---------|-------------------------------|----------------------------|------|------------------------------|-----------------------------------|------|------|
| | | No. of shares | % | | No. of shares | %* | %** |
| 1. | Rajendra Singh Pawar | 0 | 0.00 | 8,39,328 | 8,39,328 | 7.41 | 4.07 |
| 2. | Vijay Kumar Thadani | 0 | 0.00 | 8,39,328 | 8,39,328 | 7.41 | 4.07 |
| 3. | Neha Subash Idnany | 1,04,301 | 1.09 | 79,936 | 1,84,237 | 1.63 | 0.89 |

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company, i.e., Rs. 11,31,95,810 (Rupees Eleven Crore Thirty One Lakh Ninety Five Thousand Eight Hundred and Ten Only) divided into 1,13,19,581 (One Crore Thirteen Lakh Nineteen Thousand Five Hundred and Eighty One) Equity Shares of face value of Rs. 10/- each (Rupees Ten Only).

(**) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis, i.e., Rs. 20,63,19,450 (Rupees Twenty Crore Sixty Three Lakh Nineteen Thousand Four Hundred and Fifty Only) divided into 2,06,31,945 (Two Crore Six Lakh Thirty One Thousand Nine Hundred and Forty Five) Equity Shares of face value of Rs. 10/- each (Rupees Ten Only).

Notes:

- As on date, the Company has 93,12,364 Fully Convertible Warrants (“Warrants”) outstanding. Accordingly, the post-preferential share capital of the Company on fully diluted basis has been computed after taking into account the conversion of the said Warrants.
- The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, January 16, 2026.
- Post shareholding structure may change depending upon any other corporate action in between.

X. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XI. Lock-in Period:

- Equity Shares to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XII. Issue price and Relevant Date:

In terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of Equity Shares has been reckoned as Friday, January 16, 2026, which is 30 days prior to the date of Extra-ordinary General Meeting of the members of the Company, scheduled for Tuesday, February 17, 2026.

The Equity Shares of the Company are listed on BSE Limited (“BSE”) (the “Stock Exchange”). The Existing Equity Shares of the Company are frequently traded within the meaning of the explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations.

Further, since the proposed allotment to the allottees collectively would be more than 5% of the post preferential issue share capital, thus, in compliance with Regulation 166A of the SEBI (ICDR) Regulations, the minimum price per Equity Share was considered higher of the price determined through following methods:

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- In terms of the provision of Regulation 164 of Chapter V of the SEBI ICDR Regulations, the minimum price at which Equity Shares to be issued to the proposed allottees shall not be less than higher of the following:
 - The average of 90 trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date i.e., Rs. 107.29/- each; or
 - The average of 10 trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date i.e., Rs. 116.92/- each.
- In terms of the provisions of Regulation 166A of the SEBI (ICDR) Regulations, the price has been determined to be Rs. 125.10/- per Equity Share, by the Valuation Report issued by the Independent Registered Valuer through the Valuation Report, issued by Mr. Gaurang Agarwal, Chartered Accountants, Registered Valuer, (Registration No.: IBBI/RV/06/202114187). The said report is available on the website of the Company at www.thrivefuturehabitats.com/investor-services/other/.
- Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company – *Not Applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.*

Accordingly, the minimum issue price per Equity Share on Preferential basis shall Rs. 116.92/- (Rupees One Hundred Sixteen and Ninety Two Paise Only) each. However, the Board of Directors of the Company has decided to issue the Equity Shares, at an issue price of Rs. 125.10/- (Rupees One Hundred Twenty-Five and Ten Paise Only) each, which is higher than the above-mentioned prices.

XIII. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or Public:

| Sr. No. | Name of the Proposed Allottee | Current Status | Post Status |
|---------|-------------------------------|----------------|-------------|
|---------|-------------------------------|----------------|-------------|

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| | | | |
|----|----------------------|--------|--------|
| 1. | Rajendra Singh Pawar | Public | Public |
| 2. | Vijay Kumar Thadani | Public | Public |
| 3. | Neha Subash Idnany | Public | Public |

XVI. Practicing Company Secretary's Certificate:

The certificate from Mr. Dinesh Birla (COP No. 13029), Practicing Company Secretary, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI (ICDR) Regulations have been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website viz: <https://thrivefuturehabitats.com/investors-services/other/>.

XVII. Details of the Directors, Key Managerial Persons, or their relatives, in any way concerned or interested in the said resolution:

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 2.

The Board of Directors recommends the resolution as set out in Item No. 2 of this notice for the issue of Equity shares, on a preferential basis, to the proposed allottee by way of **Special Resolution**.

Item No. 3:

The members in 77th Annual General Meeting ('AGM') of the Company held on August 13, 2025, had approved the appointment of Mr. Vinay Kumar Singh (DIN: 06497700) as a Managing Director of the Company for a period of Five (5) years Starting from May 27, 2025 to May 26, 2030.

The Board of Directors at its meeting held on January 22, 2026 has, subject to the approval of the shareholders, approved the remuneration payable to Mr. Vinay Kumar Singh (DIN: 06497700) Managing Director of the Company, with effect from May 27, 2025, for a period of two (2) years.

The terms of remuneration have been recommended by the Nomination and Remuneration Committee in accordance with the provisions of Section 197 and Schedule V of the Companies Act, 2013. The remuneration structure is designed to reward performance, align with industry standards, and ensure that the Company continues to attract and retain competent leadership.

Further, the educational background, experience and job profile of Mr. Vinay Kumar Singh justify his entitlement to the proposed remuneration.

The Board of Directors recommends the resolutions as set out in Item No. 3 of this notice for approval of remuneration of Managing Director, by way of **Special Resolution**.

This explanatory statement along with Item No. 3 shall be construed to be memorandum setting out the terms of the appointment of Mr. Vinay Kumar Singh as Managing Director of the Company as specified under Section 190 of the Act.

Except Mr. Vinay Kumar Singh none of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 3.

As the Company has inadequate profits as per section 198 of the Act, accordingly the disclosures as required under the Section II of Part II of Schedule V and Section 200 of the Act, are given herein below:

I. GENERAL INFORMATION

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| Sl. No. | Particulars | Details |
|---------|---|--|
| 1 | Nature of industry | Personal Care and Real estate |
| 2 | Date or expected date of commencement of commercial production | Thrive Future Habitats Limited established in 1948 has been engaged in diversified business over the years. Presently, company engaged in the manufacturing, distribution, and sale of personal care, cosmetic, household products market and Real Estate services. |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not applicable |

4. Financial performance based on given indicators

(Figure in Crores)

| Particulars | Financial Year 2024-25 | Financial Year 2023-24 | Financial Year 2022-23 |
|---|---------------------------|---------------------------|---------------------------|
| Revenue from operations | 2.18 | 5.15 | 5.89 |
| Other income | 0.16 | 0.16 | 0.03 |
| Total Income | 2.34 | 5.31 | 5.92 |
| Expenditure | 2.74 | 15.53 | 7.60 |
| Interest | 0.10 | 0.12 | 0.06 |
| Depreciation and amortization | 0.26 | 0.29 | 0.30 |
| Profit / (Loss) before tax | (0.66) | (10.51) | (1.98) |
| Less: Provision for taxation (including deferred taxes) | 0.02 | 0.03 | - |
| Profit / (Loss) after tax | (0.64) | (10.48) | (1.98) |

5. Foreign investments or collaborations, if any: NIL

II) INFORMATION ABOUT THE MR. VINAY KUMAR SINGH

| Sl. No. | Particulars | Details |
|---------|--------------------|--|
| 1 | Background details | Mr. Vinay Kumar Singh was appointed as Managing Director of the Company for a period of five (5) years, with effect from May 27, 2025 to May 26, 2030. He holds a Bachelor's degree in Civil Engineering from MNREC (now NIT), Allahabad, and a Master's degree in Civil Engineering from the Indian Institute of Technology (IIT), Delhi. A 1988-batch officer of the Indian Railway |

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| Sl. No. | Particulars | Details |
|---------|-----------------------------|---|
| | | <p>Service of Engineers (IRSE), Mr. Singh brings over 35 years of distinguished leadership across infrastructure development, large-scale project execution, institutional financing, and asset monetisation.</p> <p>As the founding Managing Director of the National Capital Region Transport Corporation (NCRTC), he conceptualised and led the successful implementation of India's first Regional Rapid Transit System (RRTS), the Namu Bharat project, involving investments exceeding USD 4 billion. His tenure established new benchmarks in project delivery, governance, and financial structuring, including mobilisation of long-term funding from global institutions such as the World Bank, ADB, AIIB, NDB, and JICA. He also pioneered private sector participation in rail operations by partnering with Deutsche Bahn for long-term operations and maintenance, marking a paradigm shift in infrastructure asset management in India.</p> <p>Mr. Singh played an instrumental role in advancing Transit Oriented Development (TOD) frameworks and value capture mechanisms, working closely with State Governments to unlock real estate potential around transit corridors and stations. His experience in integrating transport infrastructure with land development, commercialisation of station assets, and monetisation of land parcels directly aligns with the Company's strategic focus on high-quality, well-located real estate development.</p> <p>Earlier, as Chief Executive Officer of the High-Speed Rail Corporation of India, Mr. Singh led the techno-economic and institutional engagement with the Government of Japan for the Mumbai-Ahmedabad High Speed Rail project. Recognised for his execution excellence, strategic foresight, and credibility with governments, global lenders, and industry leaders, he now brings this unique blend of infrastructure-led development and real estate monetisation experience to his role as Managing Director and CFO, supporting the Company's long-term growth, execution discipline, and value creation in the luxury real estate sector.</p> |
| 2 | Past remuneration | NIL |
| 3 | Recognition or awards | Please refer point no. 1 above (i.e. Background details). |
| 4 | Job profile and suitability | Please refer point no. 1 above (i.e. Background details). |
| 5 | Remuneration Proposed | As set out in the Resolution/Item no. 3 above. |

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| Sl. No. | Particulars | Details |
|---------|--|--|
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates, details with respect to country of origin) | The remuneration proposed to be paid to Mr. Vinay Kumar Singh is in line with the remuneration paid to the Managing Directors of the similar sized companies in the Industry. |
| 7 | Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel or other directors, if any | Mr. Vinay Kumar Singh does not hold any equity shares in the Company; however, he holds 11,73,451 convertible warrants in the Company. Mr. Vinay Kumar Singh does not have any relationship financial or otherwise with the managerial personnel and the Board of Directors of the Company. |

III) OTHER INFORMATION

| Sl. No. | Particulars | Details |
|---------|---|--|
| 1 | Reasons for loss or inadequate profits | The manufacturing capacity of the Pondicherry factory is not being fully utilised, while the Company continues to incur both fixed and variable operating expenses, resulting in losses/inadequate profits. |
| 2 | Steps taken or proposed to be taken for improvement | The Management is making continuous efforts to secure additional orders from both the private and public sectors in order to improve capacity utilisation of the factory. Simultaneously, efforts are also being made to diversify the Company's activities into the real estate segment. |
| 3 | Expected increase in productivity and profits in measurable terms | The Management is confident that during the next financial year, i.e., 2026–27, adequate orders will be secured for the Pondicherry factory, leading to improved capacity utilisation and productivity. Further, the Company expects to commence revenue generation from its real estate initiatives during the same period. These measures are expected to result in improved operational performance and profitability of the Company in the financial year 2026–27. |
| 4 | Disclosure Requirement | The information, as required, is provided in Annual Report. The remuneration package proposed to be given to Mr. Vinay Kumar Singh is as per details given in the Resolution/Item no. 3. No remuneration is being paid to any other managerial personnel of the Company. There is no severance fee or stock option in the case of managerial personnel. |

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Other parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

| Sl. No. | Particulars | Details |
|---------|---|---|
| 1 | Financial and operating performance of the Company during the three preceding financial years | Details provided in para (I)(4) above. |
| 2 | Remuneration or commission drawn by the individual concerned in any other capacity from the Company | No Managerial Personnel has drawn remuneration or commission in any other capacity from the Company. |
| 3 | Remuneration or commission drawn by managerial personnel from any other Company | Yes, he is taking remuneration from one of the group company i.e. Thrive Future Habitats Limited in the professional capacity. |
| 4 | Professional qualifications and experience | Please refer para (II)(1) above. |
| 5 | Relationship between remuneration and performance | Mr. Vinay Kumar Singh is responsible for the day to day affairs of the Company, subject to overall superintendence, direction and control of the Board of Directors of the Company. The remuneration proposed to be paid to Mr. Vinay Kumar Singh is in line with the remuneration being paid to Managing Directors in the Industry for similar sized companies. Further, the educational background, experience and job profile of Mr. Vinay Kumar Singh justify his entitlement to the proposed remuneration. |
| 6 | Principle of proportionality of remuneration within the Company, including rating methodology comparing remuneration of directors with other directors and employees/executives | Your Company has a performance management culture. Every employee undergoes evaluation of his or her performance against the goals and objectives for the year, and increase in compensation is linked to the evaluation of individual's performance. All employees of the Company, including Managing Director, are governed by the Company's Performance Management System, in addition to the Board approved Nomination and Remuneration Policy. Additionally, industry benchmarks are used to determine the appropriate level of remuneration, from time to time. |
| 7 | Whether remuneration policy for directors differs from remuneration policy for other employees and, if so, explanation for the difference | Your Company has a clearly laid out Board approved Nomination and Remuneration Policy. This policy outlines, inter alia, separate remuneration parameters for: <ul style="list-style-type: none">• Managing Director & Whole-time Director;• KMP and Senior Management Whereas employee remuneration is governed by internal HR policies and performance criteria. |
| 8 | Securities held by the director, including stock options and details of shares pledged as at the end of the preceding financial year | Mr. Vinay Kumar Singh does not hold any equity shares in the Company; however, he holds 11,73,451 convertible warrants in the Company. |

Item No. 4:

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The Board of Directors of the Company at its meeting held on January 22, 2026 decided that the existing Articles of Association ('AOA') is based on erstwhile Indian Companies Act, 1956, it would be necessary to adopt new set of Articles of Association as per the Companies Act, 2013 and that the existing Articles of Association of the Company is being replaced with new set of Articles of Association so as to make it in line with the new Companies Act, 2013. The new Articles of Association is sent herewith. The new set of AOA is based on Table F of the Companies Act, 2013.

The key changes in the proposed new set of Articles of Association, inter alia, are as follows:

- The new AOA has been comprehensively restructured and aligned with the provisions of the Companies Act, 2013, the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws;
- References to sections, sub-sections, clauses and other provisions of the Companies Act, 1956 which have since been amended, substituted or repealed have been updated to reflect the corresponding provisions of the Companies Act, 2013;
- The new AOA is based on the regulations for the management of the Company and for the observance of the Members and their representatives, as contemplated under the Act; and
- Accordingly, it is considered expedient and in the best interest of the Company to wholly replace the existing Articles of Association with a new set of Articles of Association.

The Board of Directors recommends the resolutions as set out in Item No. 4 of this notice for adoption of new set of Articles of Associations in the format of Table F, by way of **Special Resolution**.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 4.

By Order of the Board of Directors
For Thrive Future Habitats Limited
(Formerly known as Ador Multiproducts Limited)

Pinki Sharma
Company Secretary & Compliance Officer

Date: January 22, 2026
Place: Mumbai, Maharashtra