

Ador Multiproducts Limited



Regd. Off:
Ador House, 5th Floor,
6 K Dubash Marg, Fort,
Mumbai - 400001
Tel.: (91) 22 66239300
Email: cs.adormultiproducts@gmail.com
www.adormultiproducts.com
CIN: L85110MH1948PLC310253

Date: March 21, 2025

To,
BSE Limited
Department of Corporate services
Phirojee Jeejeebhoy Towers
Dalal Street, Mumbai – 400023

Scrip Code: 523120

Subject : Outcome of the Meeting of Board of Directors of Ador Multi Products Limited in accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In reference to the captioned subject and in terms of the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**SEBI Listing Regulations, 2015**”), we wish to inform that the Board of Directors of Ador Multi Products Limited (“**the Company**”), at their meeting held today i.e. Friday, March 21, 2025, has inter alia, considered and approved the following business:

- I.** Approved the increase and alteration of Authorized Share Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each, subject to the approval of the members of the Company.

Such an increase and alteration in the Authorized Share Capital of the Company will require consequent amendment in the Capital Clause (Clause 5) of the Memorandum of Association of the Company, subject to approval of the shareholders of the Company.

- II.** Issue and allotment of up to 48,87,356 (Forty-Eight Lakh Eighty-Seven Thousand Three Hundred and Fifty-Six) Equity Shares having face value of Rs. 10/- each of the Company, at an issue price of Rs.31.41/- (Rupees Thirty One Point Forty One Paise Only) per Equity Share, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, for cash, for an aggregate amount of up to 15,35,11,852/- (Rupees Fifteen Crore Thirty Five Lakhs Eleven Thousand Eight Hundred Fifty Two Only), to below-mentioned persons/ entities belonging to “Non-Promoter” category, subject to the approval of members of the Company and applicable regulatory authorities:

S. N.	Name of the Proposed Allottees	Category (Promoter & Promoter Group/ Non-Promoter)	No. of Equity Shares (up to)
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1.	Mr. Arvinder Singh Pasricha	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group	26,36,705
2.	Mrs. Aman Pasricha Balsara	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group	22,50,651
Total			48,87,356

Details as required under Regulation 30 of the SEBI Listing Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, with respect to this Preferential Issue is enclosed as “Annexure A”.

- III.** Issue and allotment of up to 93,12,364 (Ninety-Three Lakh Twelve Thousand Three Hundred and Sixty-Four) Fully Convertible Warrants (“**Warrants**”) at an issue price of Rs.31.41/- (Rupees Thirty One Point Forty One Paise Only) per Warrant, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs.10 each/-, for cash, for an aggregate amount of up to Rs. 29,25,01,353/- (Rupees Twenty Nine Crore Twenty Five Lakhs One Thousand Three Hundred Fifty Three Only), to below-mentioned persons/entities belonging to “Non Promoter” category:

S. N.	Name of the Proposed Allottees	Category (Promoter & Promoter Group/ Non-Promoter)	No. of Warrants (up to)
1.	Mr. Arvinder Singh Pasricha	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group	27,95,502
2.	Mrs. Aman Pasricha Balsara	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group	27,95,502
3.	Mr. Goonmeet Singh Chauhan	Non-Promoter	23,46,901
4.	Mr. Vinay Kumar Singh	Non-Promoter	11,73,451
5.	VNAM Advisors LLP	Non-Promoter	2,01,008
Total			93,12,364

Details as required under Regulation 30 of the SEBI Listing Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, with respect to this Preferential Issue is enclosed as “Annexure B”.

- IV.** Pursuant to provisions of Regulation 30 of SEBI (LODR) Regulations, 2015, read with clause 5A of Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015 we hereby would like to inform that J B Advani & Company Private Limited, Deep Ashda Lalvani, Vimla Ashda

Lalvani, Reshma Lalvani, Aditya Tarachand Malkani and Ninotchka Malkani Nagpal the promoter of our Company (hereinafter referred to as 'Seller') has entered into a Share Purchase Agreement on 21 March 2025 with Thrive Future Habitats Infra Private Limited (hereinafter referred to as 'Acquirer') under which the Acquirer proposes to acquire 16,57,820 equity shares representing 35.47% of the paid-up share capital of our Company at INR 7 each equity share amounting to total consideration of INR 1,16,04,740/- (One Crore Sixteen Lakhs Four Thousand Seven Hundred Forty Only)

Further, the details required in terms of Regulation 30 of the SEBI (LODR) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed herewith as "Annexure C".

- V. Adoption of New Set of Memorandum of Association of the Company in accordance with Companies Act, 2013, The existing Clause 3,
 - a. "The main Objects to be pursued by the Company on its incorporation are" be substituted by the new sub-heading "III(A) - The Objects to be pursued by the Company on its incorporation are" and Clause III(B) with the new sub-heading "3(b) - Matters which are necessary for furtherance of the Objects specified in Clause 3(A)"
 - b. The existing liability clause be substituted in line of new clause provided as per Companies Act, 2013
- VI. Alteration in the Object Clause of the Memorandum of the Association under Section 13 of the Companies Act, 2013, Board of Directors of the Company approved in the alteration in the Object Clause of the Memorandum of Association of the Company by Insertion of Clause III (A) (C).
- VII. Constituted a Preferential Issue Committee to finalize/approve all the relevant documents, as may be deemed necessary.
- VIII. Approved the opening of a separate bank account for receiving proceeds from the preferential allotment.
- IX. Appointed Mr. Dinesh Shivnarayan Birla, Practicing Company Secretary, as the Scrutinizer for the Postal Ballot process.
- X. Approved the notice of Postal Ballot for approval on the resolutions set out in the Notice, by the members of the Company and authorized the Board of Directors/ Committee of Directors of the Company to finalize the same, upon determination of the Issue Price as per the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
- XI. Took note of the Share Purchase Agreement as placed before the Board.

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The meeting of the Board of Directors commenced at 11:51 AM and concluded at 12.04 PM.

You are requested to kindly take the same on your records.

Thanking you,

**Yours faithfully,
For Ador Multi Products Limited**

**Deep Ashda Lalvani
Director
DIN: 01771000**

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Annexure A

Details on Preferential allotment in terms of SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

S. No.	Particulars	Disclosures				
1.	Type of securities proposed to be issued	Equity Shares				
2.	Type of issuance	Preferential Issue				
3.	Total Number of Securities proposed to be issued or the total amount for which the securities will be issued (approximately	Issue and allotment of up to 48,87,356 (Forty-Eight Lakh Eighty-Seven Thousand Three Hundred and Fifty-Six) Equity Shares having face value of Rs. 10/- each of the Company, at an issue price of Rs.31.41/- (Rupees Thirty One Point Forty One Paisa Only) per Equity Share, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, for cash, for an aggregate amount of up to 15,35,11,852/- (Rupees Fifteen Crore Thirty Five Lakhs Eleven Thousand Eight Hundred Fifty Two Only).				
4.	Names of the Investor	a. Mr. Arvinder Singh Pasricha b. Mrs. Aman Pasricha Balsara				
5.	Issue price/ Allotted price	Rs.31.41/- (Rupees Thirty One Point Forty One Paisa Only) per Equity Share				
6.	Post allotment of securities - outcome of the subscription	Name of Investors	Pre-Preferential		Post Preferential	
			No. of Shares	%	No. of Shares	%
		Mr. Arvinder Singh Pasricha	0	0.00	26,36,705	27.58
		Mrs. Aman Pasricha Balsara	0	0.00	22,50,651	23.54
7.	In case of convertibles, Intimation on conversion of securities or on lapse of the tenure of the instrument.	Not Applicable				
8.	Nature of Consideration (Whether cash or consideration other than cash)	Cash				

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9.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable
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Annexure B

Details on Preferential allotment in terms of SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

S. No.	Particulars	Disclosures					
1.	Type of securities proposed to be issued	Fully Convertible Warrants					
2.	Type of issuance	Preferential Issue					
3.	Total Number of Securities proposed to be issued or the total amount for which the securities will be issued (approximately	Issue and allotment of up to 93,12,364 (Ninety-Three Lakh Twelve Thousand Three Hundred and Sixty-Four) Fully Convertible Warrants (“Warrants”) at an issue price of Rs. 31.41/- (Rupees Thirty One Point Forty One Paise Only) per Warrant, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs.10 each/-, for cash, for an aggregate amount of up to Rs. 29,25,01,353/- (Rupees Twenty Nine Crore Twenty Five Lakhs One Thousand Three Hundred Fifty Three Only).					
4.	Names of the Investor	a. Mr. Arvinder Singh Pasricha b. Mrs. Aman Pasricha Balsara c. Mr. Goonmeet Singh Chauhan d. Mr. Vinay Kumar Singh e. VNAM Advisors LLP					
5.	Issue price/ Allotted price	Rs. 31.41/- (Rupees Thirty One Point Forty One Paise Only) per Warrant					
6.	Post allotment of securities - outcome of the subscription	Name of Investors		Pre- Preferential		Post Preferential#	
	No. of Shares			%	No. of Shares	%	
		Mr. Arvinder Singh Pasricha		0	0.00	54,32,207	28.78
		Mrs. Aman Pasricha Balsara		0	0.00	50,46,153	26.74
		Mr. Goonmeet Singh Chauhan		0	0.00	23,46,901	12.43
		Mr. Vinay Kumar Singh		0	0.00	11,73,451	6.22

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		VNAM Advisors LLP	0	0.00	2,01,008	1.07
		# Post allotment of Equity Shares and full conversion of warrants				
7.	In case of convertibles, Intimation on conversion of securities or on lapse of the tenure of the instrument.	<p>Each Warrant will be convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten Only) each, which may be exercised in one or more tranches during a period of 18 (eighteen) months, commencing from the date of allotment of Warrants.</p> <p>An amount equivalent to 25% of the warrant issue price shall be payable upfront on the date of the allotment of the warrant and the balance 75% shall be payable by the Allottee(s) on the exercise of option of conversion of the warrant(s). The number of equity shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.</p>				
8.	Nature of Consideration (Whether cash or consideration other than cash)	Cash				
9.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable				



Annexure C

Disclosure under clause (5A) [i.e., Acquisition(s) (including agreement to acquire)] of Para (A) of Part (A) of Schedule III to the Regulation 30 SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

S.No.	Particulars	
a)	If listed entity is not a party to the agreement	
i.	Name of the party entering into such an agreement and the relationship with the listed entity	J B Advani & Company Private Limited, Deep Ashda Lalvani, Vimla Ashda Lalvani, Reshma Lalvani, Aditya Tarachand Malkani and Ninotchka Malkani Nagpal, the promoters of our Company holding 17,99,782 equity shares representing 38.51% of the paid-up share capital of our Company has entered into the Share Purchase Agreement ('SPA') with Thrive Future Habitats Infra Private Limited for the sale of 16,57,820 equity shares representing 35.47% of the current paid-up share capital of our Company.
ii.	Details of the counterparties to the agreement (including name and relationship with the listed entity)	Thrive Future Habitats Infra Private Limited the Acquirer, acquiring 16,57,820 equity shares representing 35.47% of the current paid-up share capital of our Company from J B Advani & Company Private Limited, Deep Ashda Lalvani, Vimla Ashda Lalvani, Reshma Lalvani, Aditya Tarachand Malkani and Ninotchka Malkani Nagpal through the Share Purchase Agreement entered on 21 March 2025 . They do not have any relationship with our Company on the date of entering SPA.
iii.	Date of entering into the agreement	21 March 2025
b)	Purpose of entering into the agreement	The Acquirer has entered the SPA with the Sellers for acquisition of substantial shares and control over the Company
c)	Shareholding, if any, in the entity with whom the agreement is executed	NIL
d)	Significant terms of the agreement	The SPA is entered into between Acquirer and Sellers under which the Acquirers agree to acquire, and sellers agree to sale 16,57,820 equity shares representing 35.47% of the current paid-up share capital of our Company.

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		<p>The brief terms are mentioned below –</p> <ol style="list-style-type: none"> 1. Date of entering SPA – 21 March 2025 2. Consideration - INR 1,16,04,740/- (One Crore Sixteen Lakhs Four Thousand Seven Hundred Forty Only) 3. Parties Involved and brief detail of transaction - J B Advani & Company Private Limited, Deep Ashda Lalvani, Vimla Ashda Lalvani, Reshma Lalvani, Aditya Tarachand Malkani and Ninotchka Malkani Nagpal, the promoters of our Company holding 17,99,782 equity shares representing 38.51% of the paid-up share capital of our Company has entered into the Share Purchase Agreement ('SPA') with Thrive Future Habitats Infra Private Limited for the sale of 16,57,820 equity shares representing 35.47% of the current paid-up share capital of our Company.
e)	Extent and the Nature of impact on management or control of the listed entity	Pursuant to the completion of open offer, the Acquirer i.e., Thrive Future Habitats Infra Private Limited along with the other Acquirers and PAC under the open offer will be classified into the promoter of our Company and existing member of promoter and promoter group will be classified into public category, in terms of the Regulation 31A (10) of SEBI (LODR) Regulations, 2015.
f)	Details and Quantification of the restriction or liability imposed upon the listed entity	Nil
g)	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No, the said party is not related to promoter/promoter group/group companies in any manner.
h)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No, the transaction would not fall within related party transactions
i)	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable

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j)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	There is no potential conflict of interest.
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For Ador Multiproducts Limited

Deep Ashda lalvani
Director
DIN: 01771000

Date: March 21, 2025
Place: Mumbai