



ADOR MULTIPRODUCTS LIMITED

CIN: L85110MH1948PLC310253

Registered Office: Ador House, 5th Floor, 6 K Dubash Marg, Fort, Mumbai, Maharashtra – 400001, India

Telephone: 022-66239300

Website: www.adormultiproducts.com; **Email:** cs.adormultiproducts@gmail.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 9/2023 dated 25th September, 2023 and latest one being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (**“MCA Circulars”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and all other applicable provisions of the Act, law, rules, circulars, notifications and regulations issued thereunder [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the resolution(s) set out below are proposed to be passed by the Members of Ador Multi Products Limited (**“the Company”**) by way of Postal Ballot, only by way of remote e-voting (**“e-voting”**) process.

SPECIAL BUSINESS:

Item No. 1:

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

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

“RESOLVED THAT pursuant to the provisions of Section 13, 14, 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 ₹ 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 20,00,00,000/- (Rupees Twenty Crore Only), divided into 2,00,00,000(Two Crore Only)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 5) of the Memorandum of Association of the Company is substituted with the following Clause V:

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

“RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Article 3) of the Articles of Association of the Company is substituted with the following Article 3:

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

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Deep Ashda Lalvani (DIN: 01771000), Director and Chief Financial Officer of the company and 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 48,87,356 EQUITY SHARESTO THE PERSON BELONGING TO‘NON-PROMOTER’ 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 (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 agreements 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, as amended ("SEBI LODR Regulations"), SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended ("SEBI Takeover Regulations") and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI 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(s) 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 create, issue, offer and allot up to **48,87,356** (Forty Eight Lakh Eighty Seven Thousand Three Hundred Fifty Six Only) Equity Shares of face value of ₹ 10/- each, for Cash, aggregating up to ₹15,35,11,852/- (Rupees Fifteen Crore Thirty Five Lakhs Eleven Thousand Eight Hundred Fifty Two Only), at an issue price of ₹31.41/- (Rupees Thirty One Point Forty One Paise Only) per Equity Share on preferential basis on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons ("**Proposed Allottee**") in the manner as follows:

Sr. No.	Name of the Proposed Allottee	Category (Promoter/Promoter Group or Non-Promoter)#	No. of Equity Shares(up to)
1.	Mr. Arvinder Singh Pasricha	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group	26,36,705
2.	Mrs. AmanPasrichaBalsara	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group	22,50,651

(#)Pursuant to the proposed Preferential Issue, the proposed allottees have made an Open Offer in terms of the provisions of SEBI Takeover Regulations and they will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities and will form part of the Promoter & Promoter Group of the Company.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the '**Relevant Date**' for the purpose of determining the minimum issue price of the Equity Shares to be allotted to the above mentioned allottee shall be Friday, March 21, 2025, being the working day, 30 days prior to the last date of e-voting (i.e. Sunday, April 20, 2025).

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

- (a) 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 and voting powers) 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.

- (b) 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 and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority, 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 the ICDR Regulations and any other applicable law for the time being in force.
- (f) The Equity Shares to be issued & allotted to the Proposed Allottees 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 consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Deep Ashda Lalvani (DIN: 01771000), Director and Chief Financial Officer and Ms. Pinki Sharma, Company Secretary & Compliance Officer of the Company, and for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchange, the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board through this resolution) and the Company Secretary of the Company be and is 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 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:

ISSUANCE OF UPTO 93,12,364 FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO ‘NON-PROMOTER’ 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 (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 with the BSE Limited where the equity 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, 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 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 Exchanges, 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), consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, up to 93,12,364 (Ninety Three Lakhs Twelve Thousand Three Hundred Sixty Four) Fully Convertible Warrants (**“Warrants”**) at an issue price of ₹ 31.41/- (Rupees Thirty One Point Forty One Paise Only) per warrant, determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 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 ₹ 10/- each for cash, for an aggregate amount of up to ₹29,25,01,353/- (Rupees Twenty Nine Crore Twenty Five Lakhs One Thousand Three Hundred Fifty Three Only), and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons (**“Proposed Allottees”**) in the manner as follows:

Sr. No.	Name of the Proposed Allottee	Category (Promoter/Promoter Group or Non-Promoter)#	No. of Warrants (Up to)
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1.	Mr. Arvinder Singh Pasricha	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group	27,95,502
2.	Mrs. AmanPasrichaBalsara	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group	27,95,502
4.	Mr. Goonmeet Singh Chauhan	Non-Promoter	23,46,901
5.	Mr. Vinay Kumar Singh	Non-Promoter	11,73,451
6.	VNAM Advisors LLP	Non-Promoter	2,01,008
Total			93,12,364

(#) Pursuant to the proposed Preferential Issue, the proposed allottees have made an Open Offer in terms of the provisions of SEBI Takeover Regulations and they will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities and will form part of the Promoter & Promoter Group of the Company.

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI (ICDR) Regulations, the '**Relevant Date**' for purpose of determining the minimum issue price of Warrants shall be Friday, March 21, 2025, i.e., being the date, which is 30 days prior to the last date of e-voting (i.e., Sunday, April 20, 2025).

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

- a) The conversion of warrants into equity shares shall happen at any time, in one or more tranches, within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations.
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
- d) Warrants so allotted under this resolution and Equity Shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.

- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.
- h) The Warrants themselves, until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.
- i) The Resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Deep Ashda Lalvani, Director and Chief Financial Officer and Ms. Pinki Sharma, Company Secretary & Compliance Officer of the Company, (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board through this resolution) and the Company Secretary & Compliance Officer of the Company 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 Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities 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 warrants, 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. 4:

ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH 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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and subject to such other necessary approvals as may be necessary and subject to change in the Control of the Company, consent of the Members be and is hereby accorded to alter the Memorandum of Association of the Company as follows:

(a) The existing Clause 3, “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 “III (B) - Matters which are necessary for furtherance of the Objects specified in Clause III(A)”;

(b) The existing liability clause be substituted in line of new clause provided as per Companies Act, 2013

IV. the liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

RESOLVED FURTHER THAT the words “Companies Act, 1956” be substituted with the words “Companies Act, 2013” wherever appears in the existing Memorandum of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Deep Ashda Lalvani, Director and Chief Financial Officer and 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. 5:

ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Sections 13, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification (s) or enactment (s) thereof, for the time being in force), subject to such approvals as may be necessary, Subject to Change in Control of the Company and consent of the Members of the Company be and is hereby accorded to amend the Main Objects under the Objects Clause of the Memorandum of Association of the company, by the insertion of “Clause III (A) (3)” after the existing “Clause III (A) (2)” of the Main Object of the Memorandum of the Company:

To carry on the business of builders, contractors, developer, erectors, estate agents , reseller, constructors of buildings, houses, villa, apartment structures or residential, office, industrial, institutional or commercial or developers of co-operative housing societies, developers of housing schemes, townships, holiday resorts, hotels, restaurants, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating furnishing and maintaining of structures, flats, houses, factories, shops, offices, garages, villa, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns and other commercial educational purposes and conveniences to purchases for development, houses buildings, structures and other properties of any tenure and any interest thereto and purchase, sell and deal in freehold and leasehold land and in purchase, sell, lease, hire, exchange or otherwise deal in land and house's property and other property whether real or personal and to turn the same into account as may seem expedient and to carry on business as developers and land buildings immovable properties and real estates by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining offices, flats,

houses, factories warehouse, restaurants, malls, markets, hotels, shops, wharves buildings works and conveniences and by consolidating, connecting and subdividing immovable properties and by leasing and disposing off the same

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Deep Ashda Lalvani, Director and Chief Financial Officer and 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.”

**By Order of the Board of Directors
For Ador Multiproduct Limited**

Sd/-

Pinki Sharma

Company Secretary & Compliance Officer

ACS: 45279

Place: Mumbai

Date: 21.03.2025

NOTES:

- A. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM/EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC /OAVM.
- B. The Explanatory Statement pursuant to Section 102 of the Act stating all material facts and the reason for the proposal is annexed herewith.
- C. Postal Ballot Notice is being electronically sent to all the Members of the company, whose name appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) as on cut-off date i.e., 14th March, 2025 and who have registered their email addresses with the company and / or with the depositories. It is however clarified that all the persons who are members of the company as on the cut-off date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the company or the Depositories) shall be entitled to vote in relation to the resolutions specified in this Notice.
- D. Members who have not registered their e-mail addresses with either the company or the Depositories are requested to register the same with the company or the depositories in the following manner:
 - a. Pursuant to the General Circular No. 17/2020, for remote e-voting for this postal ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company’s Registrar and Share Transfer Agent, BgSE Financials Limited, by sending them mail on cs_rta@bfsi.co.in. Shareholders may also visit the website of the company at www.adormultiproducts.com and click on “Postal Ballot e-mail registration” and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder will get soft copy of the Notice and the procedure for e-voting along with the User Id and password to enable e-voting for this Postal Ballot. In case of any queries shareholders may write to cs.adormultiproducts@gmail.com.
 - b. It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with the concerned Depository Participants and in respect of Physical Holdings, with the company’s Registrar and Share Transfer Agents i.e. BgSE Financials Limited by following the due procedure
- E. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Cut-off date i.e., 14th March, 2025. A person who is not a Member as on the relevant date should treat this notice for information purpose only.

- F. In light of the COVID-19 crisis and in accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated.
- G. Dispatch of the Notices shall be deemed to be completed on 21 March 2025, i.e., the day on which NSDL send out the communication for the Postal Ballot process by e-mail to the members of the company.
- H. Resolution passed by Members with requisite majority, through postal ballot shall have been passed at the General Meeting of Members convened on that behalf.
- I. The voting period commences on Saturday, 22nd March 2025 at 9.00 A.M. (IST) and ends on Sunday, 20th April 2025 at 5.00 P.M. (IST)
- J. In compliance with Section 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility by NSDL. The instructions for electronic voting are annexed to this notice.
- K. The scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Tuesday, 22nd April 2025 at 5.00 P.M. at the registered office at Ador House, 5th Floor, 6 K DubashMarg, Fort, Mumbai – 400 001 and will also be displayed on the Company's website www.adormultiproducts.com and communicated to the stock exchange, depository, registrar and share transfer agent on the said date.
- L. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Sunday, 20th April 2025.

The instructions and other information relating to e-voting are as under:

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) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to its members, to exercise their right to vote electronically (on resolution proposed to be passed by Postal Ballot) and the business may be transacted through e-voting services. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The Notice is displayed on the website of the Company viz., <http://www.adormultiproducts.com/> and on the website of NSDL viz., www.nsdl.co.in

How do I vote electronically using NSDL e-Voting system?

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 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">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.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.jsp3. 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.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<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 use 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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. Additionally, there is also a link 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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-</p>

	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.
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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.

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.com or call at 022 - 4886 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 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	16 Digit Beneficiary ID

account with CDSL.	For example if your Beneficiary ID is 12***** then your user ID is 12*****
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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 to csdineshbirla@gmail.com with a copy marked to evoting@nsdl.com. 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 or send a request to Mr. Rahul Rajbhar at evoting@nsdl.com

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 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 READ WITH THE RELEVANT RULES]

The following statement sets out all material facts relating to Item No(s). 1, 2&3 mentioned in the accompanying Notice.

Item No. 1

Presently, the Authorized Share Capital of the Company is ₹5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each.

Considering the share capital expansion plans of the Company including issuance of requisite number of fresh Equity Shares and Fully Convertible Warrants ("Warrants") pursuant to preferential issue as well as conversion of warrants as proposed under Item No. 2&3, the Company needs to have enough unissued Authorized Share Capital. The Board at its Meeting held on Friday, March 21, 2025, considered it desirable to increase the Authorized Share Capital of the Company from ₹ 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) to ₹ 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore Only) 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 and Article 3 of the Article 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 for 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 a Special 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 and 3

The Special Resolution contained in Item No.2& 3 of the notice, has been proposed pursuant to the provisions of Section 23, Section 42 and Section 62 of the Companies Act, 2013 read with the applicable rules made thereunder, to issue and allot, on a preferential basis:

- i. Up to 48,87,356 Equity Shares of face value of ₹ 10/- each, 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 Only), at an issue price of ₹ 31.41/- (Rupees Thirty One Point Forty One Paise Only) per

Equity Share to the proposed allottees, and

- ii. Upto 93,12,364 Fully Convertible Warrants (“**Warrants**”), at an issue price of ₹ 31.41/- (Rupees Thirty One and Forty One Paise Only) per warrant, for Cash, for an aggregate amount of up to ₹ 29,25,01,353/- (Rupees Twenty Nine Crore Twenty Five Lakhs One Thousand Three Hundred Fifty Three Only Only), 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 ₹ 10/- each to the proposed allottees.

The Board of Directors of the Company in their meeting held on Friday, March 21, 2025, have approved the preferential allotment of Equity Shares and Fully Convertible Warrants (“**Warrants**”) to Mr. Arvinder Singh Pasricha & Mrs. Aman Pasricha Balsara and on the same date the Thrive Future Habitats Infra Private Limited have entered into a Share Purchase Agreement (“**SPA**”) with J B Advani & Company Private Limited, Deep Ashda Lalvani, Vimla Ashda Lalvani, Reshma Lalvani, Aditya Tarachand Malkani and Ninotchka Malkani Nagpal (“**Current Promoters**”) for acquisition of 16,57,820 Equity Shares representing 35.47% of the present paid up equity share capital of the Company. Thus, Mr. Arvinder Singh Pasricha, Mr. Aman Pasricha Balsara and Thrive Future Habitats Private Limited along with other Acquirers as mentioned in the Public Announcement dated Friday, March 21, 2025 (hereinafter collectively referred to as “**Acquirers**”) have made an Open offer on Friday 21 March 2025.

Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**Takeover Regulations**”) and have made a Public Announcement, dated Friday, March 21, 2025, for acquisition of 16,57,820 Equity Shares from the shareholders of “Ador Multi Products Limited” pursuant to the provisions of Takeover Regulations.

Post completion of the Open Offer, the proposed allottees would be classified in the Promoter & Promoter Group Category of the Company and will be holding substantial stake and will acquire control and management of the Company.

The proposed Preferential Issue shall be made in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations and applicable provisions of the Companies Act, 2013.

The approval of the members of the Company is accordingly being sought by way of a ‘**Special Resolution**’ under Section 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

For the purpose of Item No. 2&3, the Company intends to utilize the proceeds raised through the issue of Equity Shares and Warrants (“**Issue Proceeds**”) towards the following objects:

1. Future diversification and expansion of the business, organic or inorganic; (70% of the total issue

size)

2. Working Capital Requirements; (5% of the total issue size)
3. General Corporate Purposes (max up to 25% of the total issue size)

(Hereinafter referred to as “**Objects**”)

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 the maximum number of specified securities to be issued and date of passing of Board Resolution:

The Board of Directors of the Company at their meeting held on Friday, March 21, 2025, had subject to approval of the Members of the Company (“**Members**”) and such other approvals as may be required, approved the issue and allotment of up to 48,87,356 Equity Shares having face value of ₹10/- each of the Company and up to 93,12,364 Fully Convertible Warrants, each carrying a right exercisable by the warrant holder to subscribe to Equity shares of face value of ₹ 10/- each, to the proposed allottees, at an issue price of ₹ 31.41/- (Rupees Thirty One and Forty One Paise Only) each, determined in 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.

In respect of the Warrants proposed to be allotted, an amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s).

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

None of the existing promoters, directors or key managerial personnel of the Company intends to subscribe to any of Equity Shares and Warrants proposed to be issued.

The proposed Preferential issue of Equity Shares is being made to Mr. Arvinder Singh Pasricha & Mrs. Aman Pasricha Balsara who presently belong to Non Promoter Category, however, post the completion of the Preferential Issue and the Open Offer, they shall be classified into Promoter & Promoter Group Category of the Company, however post the completion of the Preferential Allotment made on Friday, 21 March 2025 in terms of SEBI (SAST) Regulations, 2011 in this respect shall be classified into Promoter & Promoter Group Category of the Company.

The Board of Directors of the Company in their meeting held on Friday, March 21, 2025, have approved the preferential allotment of Equity Shares and Fully Convertible Warrants (“**Warrants**”) to Mr. Arvinder Singh Pasricha & Mrs. Aman Pasricha Balsara and on the even date Thrive Future Habitats

Post completion of the Open Offer, the proposed allottees along with other Acquirers would be classified in the Promoter & Promoter Group Category of the Company.

The shareholding pattern of the Company before and after the proposed preferential issue to ‘**Promoter & Promoter Group**’ & ‘**Non-Promoter**’ is likely to be as follows:

[illegible]

Total Promoter shareholding A=A1 +A2	18,01,722	38.55	-	18,01,722	18.84	-	18,01,722	9.55	1,50,08,092	
(B) Public Shareholding										
B1) Institutional Investors										
Indian	900	0.02	-	900	0.0		900	0.0	900	0.0
Foreign										
B2) Central Govt./Stat Govt./POI										
B3) Non-Institutional Investors										
Individuals	1992451	42.63	48,87,356	6,87,989	71.95	91,11,356	1,59,91,253	84.73	20,45,679	10.84
Body Corporate	84515	1.81		84515	0.88	2,01,008	2,85,523	1.51	84515	0.45
Others (Including NRI)	540262	11.56		5,40,262	5.65		5,40,262	2.86	154208	0.82
Total Public Shareholding B=B1+B2+B3										
C) Non-Promoter - Non-Public	2,53,783	5.43					2,53,693	1.34	2,53,693	1.34
Grand Total (A+B+C)	46,73,633	100.00	48,87,356	95,60,989	100.00	93,12,364	1,88,73,353	100.00	188,73,53	100

(*)These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. ₹9,56,09,890 (Rupees Nine Crores Fifty-Six Lakh Nine Thousand Eight Hundred Ninety Only) divided into 95,60,989 (Ninety Five Lakh Sixty Thousand Nine Hundred Eighty Nine) Equity Shares of face value of ₹ 10/ (Rupees Ten Only) each.

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹18,87,33,530 (Rupees Eighteen Crores Eighty-Seven Lakh Thirty Three Thousand Five Hundred Thirty Only) divided into 1,88,73,353 (One Crore Eighty Eight Lakh Seventy Three Thousand Three Hundred Fifty Three) Equity Shares of face value of ₹ 10/ each (Rupees Ten Only).

(##) In the post issue shareholding, the Acquirers, have been included in the promoter & promoter group category. The post shareholding may change depending upon the number of shares tendered by the existing Public Shareholders in the Open Offer. Also, these include the shares which would be transferred to the Acquirers pursuant to the execution of the Share Purchase Agreement dated 21 March 2025.

Notes:

1. The Existing Promoters namely Mrs. Vimla Ashda Lalvani, Mrs. Reshma Lalvani, Mr. Ajit Mirchandani, Mr. Aditya Tarachand Malkani, Mr. Deep Ashda Lalvani, Ms. Ninotchka Malkani

Nagpal and M/s J B Advani and Company Private Limited shall be re classified from Promoter category to Public category pursuant to change in Control of the Company. Accordingly, the Existing/ outgoing Promoters shares are considered under Public Shareholding category in the above Shareholding Pattern

2. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, March 14, 2025.
3. Post shareholding structure may change depending upon any other corporate action in between.

VI. Proposed time limit within which the allotment shall be completed:

As required under the SEBI (ICDR) Regulations, preferential allotment of the said Equity Shares & Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 2 & 3. 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 such approvals or permissions.

However, since the Preferential Allotment is triggering the obligation to make an open offer, thus allotment shall be made in terms of the provisions of Regulation 170 of the SEBI ICDR Regulations, pursuant to which the preferential allotment of will be completed within a period of 15 (fifteen) days from the last date of competing offer as per Takeover Regulations or date of receipt of all statutory approvals required for the completion of an open offer under the Takeover Regulation.

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

Not Applicable, since the Company has not made any allotment on the preferential basis during the year.

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 Ultimate Beneficial Owners
1.	Mr. Arvinder Singh Pasricha	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group	Not Applicable
2.	Mrs. Aman Pasricha Balsara	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group	Not Applicable
3.	Mr. Goonmeet Singh Chauhan	Non-Promoter	Not Applicable
4.	Mr. Vinay Kumar Singh	Non-Promoter	Not Applicable
5.	VNAM Advisors LLP	Non-Promoter	Mr. Vishesh Narang & Mr. Amrit Monga

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

preferential issue.

S. No.	Name of the Proposed Allottee	Pre-Issue Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding		Warrants to be allotted	Post Issue Shareholding	
		No. of Shares	% age		No. of Shares	% age*		No. of Shares	% age#
1.	Mr. Arvinder Singh Pasricha	0	0.00	26,36,705	26,36,705	27.58	27,95,502	54,32,207	28.78
2.	Mrs. Aman Pasricha Balsara	0	0.00	22,50,651	22,50,651	23.54	27,95,502	50,46,153	26.74
4.	Mr. Goonmeet Singh Chauhan	0	0.00	0	0	0.00	23,46,901	23,46,901	12.43
5.	Mr. Vinay Kumar Singh	0	0.00	0	0	0.00	11,73,451	11,73,451	6.22
6.	VNAM Advisors LLP	0	0.00	0	0	0.00	2,01,008	2,01,008	1.07

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. ₹ 9,56,09,890 (Rupees Nine Crores Fifty Six Lakh Nine Thousand Eight Hundred Ninety Only) divided into 95,60,989 (Ninety Five Lakh Sixty Thousand Nine Hundred Eighty Nine) Equity Shares of face value of ₹ 10/ (Rupees Ten Only) each.

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹ 18,87,33,530 (Rupees Eighteen Crores Eighty Seven Lakh Thirty Three Thousand Five Hundred Thirty Only) divided into 1,88,73,353 (One Crore Eighty Eight Lakh Seventy Three Thousand Three Hundred Fifty Three) Equity Shares of face value of ₹ 10/ each (Rupees Ten Only).

Notes:

The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, March 14, 2025.

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:

There will be a change in the control of the Company, since post preferential allotment of Equity Shares and Warrants, the Acquirers shall acquire and exercise control to the extent of 66.35% in the Company. Further, they have already made a Public Announcement, dated Friday, March 21, 2025, for acquisition of 16,57,820 Equity Shares from the shareholders of the Company, in terms of the provisions of Regulation 3(1) and Regulation 4 of Takeover Regulations.

Pursuant to the same, the Acquirers will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities and will be classified as the Promoters of the Company. Hence, the proposed Preferential Allotment of Equity Shares and Warrants will result in change in the management and control of the Company.

XI. Lock-in Period:

- (a) Equity Shares, Warrants and the Equity Shares to be allotted upon conversion of the warrants, shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI (ICDR) Regulations.
- (b) 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 Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the equity shares has been reckoned as Friday, March 21, 2025, being the working day, 30 Days prior to the last date of e-voting (i.e. Sunday, April 20, 2025).

The Equity shares of the Company are listed on BSE Limited (“**BSE**”) (“the “**Stock Exchange**”) and are frequently traded thereat as per the provisions of Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. Accordingly, BSE’s stock price data has been considered for the purpose of pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018.

Thus, the **minimum issue price** per Equity Share has been considered higher of the price determined through following methods:

- i. In terms of the provisions of Regulation 164 of the SEBI (ICDR) Regulations, the minimum issue price at which the Equity Shares may be issued computed to **Rs. 29.91/-** each, being higher of following:
 - a) **Rs. 29.91/-** each- being 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; or
 - b) **Rs. 29.67/-** each- being 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.
- ii. 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.*
- iii. Price determined through the valuation report obtained from Gaurang Agarwal having Reg No. IBBI/RV/06/2021/14187, Independent registered valuer in terms of the provisions of regulation 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Since there is a change in control, pursuant to the Preferential Offer, the Valuation Report also considers the control premium of Rs. 1.5/- per Equity Share and Warrant over and above the fair value being 5% of the Price computed as per Regulation 164 of SEBI (ICDR) Regulations.

Accordingly, the minimum issue price of the Equity Share on Preferential basis shall be Rs. 29.91/- each and the Board of Directors of the Company has decided to issue Equity Share at Rs. 31.41/- 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, whether 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 non-promoter:

S. No.	Name of the Proposed Allottees	Current Status	Post Status
1.	Mr. Arvinder Singh Pasricha	Non-Promoter	Promoter & Promoter Group
2.	Mrs. Aman Pasricha Balsara	Non-Promoter	Promoter & Promoter Group
3.	Mr. Goonmeet Singh Chauhan	Non-Promoter	Non-Promoter
4.	Mr. Vinay Kumar Singh	Non-Promoter	Non-Promoter
5.	VNAM Advisors LLP	Non-Promoter	Non-Promoter

XVI. Practicing Company Secretary's Certificate:

The certificate from Mr. Dinesh Shivnarayan Birla (COP: 13029), Practicing Company Secretaries, certifying that the preferential issue of Equity Shares and Warrants is being made in accordance with requirements of Chapter V of SEBI (ICDR) Regulations has 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; www.adormultiproducts.com.

XVII. Recommendations and Voting Pattern of the committee of Independent directors of the Company:

The committee of Independent Directors comprising of Mr. Sandeep Ahuja and Mr. Suneil Chawla in their meeting held on Friday, March 21, 2025, has considered the proposal to make the preferential allotment of upto 48,87,356 Equity Shares and upto 93,12,364 Warrants to the proposed allottees. The committee has considered that the Issue price of Rs. 31.41/- has been determined taking in consideration the price calculated as per the provisions of Regulation 164 of the SEBI (ICDR) Regulations, Valuation report obtained from Gaurang Agarwal having Reg No. IBBI/RV/06/2021/14187, an Independent Registered Valuer, confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations who have taken into consideration the relevant valuation parameters and provided justification for their assessments. The offer price also includes a control premium of Rs.31.41/- as there would be change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

S. No.	Name of the Independent Directors	Assent	Dissent
1.	Mr. Sandeep Ahuja	✓	-
2.	Mr. Suneil Chawla	✓	-

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

Except as given below, no Director, key managerial personnel or their relatives, in any way are concerned or interested, financially or otherwise, in the resolutions set out at item no. 2 & 3 of this Notice:

Sr. No.	Name	Category	Designation	Number of Equity Shares	Number of Warrants
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The Board of Directors recommends the resolution as set out at Item No. 2 & 3 of this notice for the issue of Equity Shares & Warrants on a preferential basis, to the proposed allottees by way of **Special Resolution**.

Item No. 4: Adoption of New Set of Memorandum of Association of the Company in accordance with Companies Act, 2013

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by deleting Clause 3- "The Objects for which Company is established are" and accordingly Memorandum of Association will no longer carry Clause III and in accordance with Act, the Clause III (A), and III (B) of the amended Memorandum of Association of the Company, be read as under: Clause III (A) - The main objects to be pursued by the Company are, and Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III(A) are.

As per Section 13 of the Companies Act, 2013, any alteration to the MOA requires approval of the Members by passing a Special Resolution. The Board recommends passing this resolution as set out in Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel ("KMP") of the Company, or their relatives are interested in this resolution, except to the extent of their shareholding, if any.

Item No. 5: Alteration in Object Clause of the Memorandum of Association of the Company

The company proposes to undertake construction and real estate activities which may be beneficial for the furtherance of the operations and growth of the company.

To enable the company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the company, by the insertion of “Clause III (A) (3)” after the existing “Clause III (A) (2)” to the Main Object Clause III (A) of the Memorandum of the Company as stated in the resolution in the annexed notice.

The above amendment would be subject to the Change in the Control of the Company, Consent of Members of the Company and approval of the Registrar of Companies, and any other statutory or Regulatory authority, as may be necessary.

The Board recommends the Special Resolution, as set out in Item No 5 of the Notice, for approval by the members. None of the directors or their relatives are interested or concerned, financially or otherwise, in the said Resolution.

**By Order of the Board of Directors
For Ador Multiproducts Limited**

**Place: Mumbai
Date: 21.03.2023**

**Sd/-
Pinki Sharma
Company Secretary & Compliance Officer
Membership No. ACS: 45279**