

ATRIUM PLACE DEVELOPERS PRIVATE LIMITED

(Formerly known as Aadarshini Real Estate Developers Private Limited)
(CIN-U74899HR2005PTC114811)

Regd. Office: 1st Floor, DLF Gateway Tower, R Block, DLF City, Phase -III, Gurugram- 122002, India

NOTICE

Notice is hereby given that the 19th Annual General Meeting ('AGM') of **Atrium Place Developers Private Limited (Formerly known as Aadarshini Real Estate Developers Private Limited)** will be held at a Shorter Notice on Friday, 24th day of May 2024, at 11:00 A.M at the registered office of the Company at 1st Floor, DLF Gateway Tower, R Block, DLF City, Phase-III, Gurugram -122002:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the Financial Year ended 31st March 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To consider and appoint a Director in place of Mr. Devinder Singh (DIN: 02569464), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and approve the re-appointment of S.R. Batliboi & Co., LLP, Chartered Accountants, (Firm Registration No. 301003E/ E300005) as the Statutory Auditors of the Company for another term of five consecutive years.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force] S.R. Batliboi & Co. LLP, Chartered Accountants (FRN: 301003E/ E300005), having confirmed their eligibility for appointment as the Statutory Auditors of the Company and offered themselves for re-appointment be and are hereby re-appointed as Statutory Auditors of the Company for the second term of 5 (five) consecutive years from the conclusion of 19th Annual General Meeting (AGM) till the conclusion of 24th AGM, at such remuneration as may be fixed by the Board of Directors (the 'Board') of the Company within the limits and as specified in the statement annexed to the notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS

4. Appointment of Mrs. Tina Rawla (DIN: 01552342) as Non-Executive Director of the Company.

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

“RESOLVED THAT pursuant to provisions of Section 152, 161 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force) read with Clause 9.2 of the Joint Venture Agreement dated 11th March, 2019, the Articles of Association of the Company and Affiliate Deed of Adherence dated 18th March 2024, Mrs. Tina Rawla (DIN: 01552342) who was appointed as an Additional Director on the Board of Directors of the Company with effect from 7th May 2024, be and is hereby appointed as a Non-Executive Director of the Company who will be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents and file all necessary forms and take all steps and give such directions as may be required, necessary or expedient or desirable in connection with or incidental for giving effect to the resolution.”

5. Amendment in the Joint Venture Agreement of the Company

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

“RESOLVED THAT pursuant to provisions of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof for the time being in force) and subject to such other approvals, permission and consents as may be required, the consent of the Members of the Company be and is hereby accorded to amend by deleting the clause nos. 8.5.3 & 8.5.4 as mentioned in the Joint Venture Agreement of the Company.

RESOLVED FURTHER THAT Mr. Monish Krishna, Director of the Company be and is hereby authorized to do all such acts, deeds, things, matters and execute all such documents, instruments, and writings as may be required to give effect to this Resolution.”

6. Alterations in the Articles of Association of the Company

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

“RESOLVED THAT pursuant to provisions of Section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof for the time being in force) and subject to such other approvals, permission and consents as may be required, the consent of the Members of the Company be and is hereby accorded to alter by deleting clause nos. 10.5.3 & 10.5.4 as mentioned in the Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Monish Krishna, Director of the Company be and is hereby authorized to do all such acts, deeds, things, matters and execute all such documents, instruments, and writings as may be required to give effect to this Resolution.”

7. Issue and offer of compulsorily convertible debentures on preferential basis by way of private placement

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

“**RESOLVED THAT** in supersession of resolution dated 5th January 2024 and pursuant to the provisions of Sections 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s) thereto or re-enactment thereof for the time being in force), and the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and such other statutes, notifications, circulars, rules and regulations as maybe applicable and relevant, the Article of Association of the Company (each as amended and restated) the approval of the shareholders be and is hereby accorded to the Board of Directors and/ or Securities Allotment Committee of the Company to offer and issue Compulsorily Convertible Debentures at a Price based on the valuation report obtained from a registered independent valuer or to be obtained at the time of respective tranches of allotment and on such other terms and conditions as mentioned in the Joint Venture agreement dated 11th March, 2019, aggregating to ~ INR 4,50,00,00,000/- (Rupees Four Hundred and Fifty Five Crores only) in multiple tranches during the next one year to M/s Daibiru Hines Trust and M/s DLF Home Developers Limited, on the terms and conditions as detailed in the Offer Letter.

RESOLVED FURTHER THAT all the Directors, and members of the Securities allotment Committee of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including preparation, finalization, modification and signing of Form PAS-4 and execute all documents and file all necessary e-forms and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental thereto for giving effect to the above resolution.”

**For and on behalf of the Board
For Atrium Place Developers Private Limited
(Formerly known as Aadarshini Real Estate Developers Pvt. Ltd.)**

Date: 7th May 2024

Place: Gurugram

Monish Krishna

Director

DIN: 03102712

Address: E-52, GK-II, New Delhi

NOTES:

1. Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act") in respect of special business under item nos. 4 to 7 set out above to be transacted at the meeting is enclosed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. **THE PROXY FORM, IN ORDER TO BE EFFECTIVE, SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, DULY EXECUTED AND STAMPED, AT LEAST 48 HOURS BEFORE THE MEETING.**
4. **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.**
5. Blank proxy form is enclosed and can also be obtained free of charge from the registered office of the Company.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the AGM. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
7. A Corporate member shall be deemed to be personally present only if it is represented in accordance with Section 113 of the Companies Act, 2013 i.e., only if the Corporate member sends certified true copy of the Board resolution authorizing the representative to attend and vote at the AGM.
8. Route map of the venue of the meeting (including prominent landmark) along with Attendance Slip are annexed.
9. Relevant documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company except Saturday & Sunday between 11:00 a.m. and 1:00 p.m. upto the date of the AGM and at the venue of the meeting for the duration of the Meeting.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
11. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, at the email id i.e., info@theatriumplace.com or must be sent to the company's Registered Office at least seven days before the date of the AGM, so as to

enable the Management to keep the information ready at the AGM.

12. The Chairman may decide to conduct voting by show of hands, unless a demand for poll is made by any member, in accordance with Section 109 of the Act and the rules made thereunder.
13. Pursuant to Secretarial Standards-2; details of Directors seeking appointment/ re-appointment at ensuing Annual General Meeting are as follows:

Name of Director	Mr. Devinder Singh	Mrs. Tina Rawla
DIN	02569464	01552342
Date of Birth (Age Years)	Date of Birth: 13/11/1963 Age: 61 years	Date of Birth: 02/12/1968 Age: 56 years
Date of First Appointment on the Board	10/04/2020	26/07/2022
Qualification(s)	B.E. (Civil) from Punjab Engineering College, Chandigarh and PGDM from MDI, Gurgaon	Qualified Chartered Accountant and Bachelor's degree from Hans Raj College (Delhi University).
Expertise / experience in functional area	Has over three decades of experience in projects, land & revenue management, statutory approvals & compliances, legal and regulatory matters, estates management and building management.	Has wide and varied experience spanning over 30 years and has been involved in due diligence and documentation of new projects, investment decisions, tax and investment restructuring and partner relations.
Terms and conditions of appointment / re-appointment	Director liable to retire by rotation.	Director liable to retire by rotation.
Remuneration sought to be paid and the remuneration last drawn	NIL	NIL
Number of shares held in the Company	NIL	NIL
Other Directorship(s)	DLF Limited DLF Home Developers Limited	Hines India Real Estate Pvt. Ltd. HIOP India Manager IFSC Pvt. Ltd. Elevate Homes Pvt. Ltd. Blushore Investment Advisors Pvt. Ltd.

		Rawla Financial Consultants Pvt. Ltd. Healbetter Private Limited
Relationship with other Directors/ Manager & other KMP	None	None
No. of Board meetings held and attended during the year	3 out of 6 no. of meetings during FY 2023-24	NA
Memberships / Chairmanship of Committees of other Board	Nil	None

Committee positions of only Audit and Stakeholders Relationship Committee considered.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

The Board of Directors of the Company had appointed Mrs. Tina Rawla as an additional Non-Executive Director with effect from May 07, 2024. As per the provisions of Section 161 and other applicable provisions of the Companies Act, 2013, she can hold office as an Additional Director only up to this Annual General Meeting, being eligible to be appointed as Director, therefore she is proposed to be appointed as Non-Executive Director of the Company.

Mrs. Tina Rawla is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director.

The Board commends the Ordinary Resolution set out at Item no. 4 of the Notice for approval of shareholders.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mrs. Tina Rawla, are concerned or interested (financially or otherwise) in the resolution set out in Item no. 4 of the Notice.

Item No. 5:

The Board of Directors of the Company in their meeting held on 24th April 2024, had approved the proposal to amend the Joint Venture Agreement (“JVA”) executed on 11th March 2019, by and between the Company, DLF Home Developers Limited and Green Horizon Trustee Limited (acting as trustee of Green Horizon Trust).

Considering the positive trajectory and successful advancement of the project, the stakeholders have collectively agreed that certain provisions pertaining to joint sale process outlined in the JVA are no longer necessary.

The existing clauses pertaining to the Joint Sale Process mentioned under Clause 8.5.3 & 8.5.4 of the JVA are hereby proposed to be deleted.

None of the Directors, Key Managerial Personnel and/or their relatives, is concerned or interested (financially or otherwise) in the resolution set out in item no. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6:

The Board of Directors of the Company in their meeting held on 24th April 2024, had approved the proposal to alter the Articles of Association (“AOA”) of the Company.

Considering the positive trajectory and successful advancement of the project, the stakeholders have collectively agreed that certain provisions pertaining to joint sale process outlined in the JVA are no longer necessary.

The existing provisions pertaining to the Joint Sale Process mentioned under Article 10.5.3 & 8.5.4 of the AOA are hereby proposed to be deleted.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

None of the Directors, Key Managerial Personnel and/or their relatives, is concerned or interested (financially or otherwise) in the resolution set out in item no. 6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7:

The Board of Directors in their meeting held on 7th May 2024 had approved the proposal to issue, offer and allot Compulsorily Convertible Debentures (‘CCDs’) at a value arrived based on the valuation report of a Registered Valuer in accordance with the provisions of Companies Act, 2013 in total during the next one year ("Proposed Issuance"), convertible into equal number of Equity Shares of INR 10/- of the Company on a preferential basis to DLF Home Developers Limited (‘DHDL’) and Daibiru Hines Trust (represented by its Investment Manager HIOP India Manager IFSC Private Limited).

The Members are hereby further informed that as per the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 issued by the Reserve Bank of India, the issue price of the equity instruments (including CCDs) issued by unlisted Indian Company to a person resident outside India should not be less than the value of equity instruments as certified by a Chartered Accountant or a Merchant Banker who is registered with SEBI or a practicing Cost Accountant as per the internationally accepted pricing methodology used for valuation on an arm’s length basis.

Based on the above provisions, the Company had obtained a valuation report from M/s Finshore Management Services Limited, a registered valuer wherein the fair value of the CCDs using Discounted Cash Flow Methodology as on 31st March 2024 is ₹ 38,884/- each.

Pursuant to Section 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the Rules made thereunder and the Memorandum and Articles of Association of the Company (as amended), for issue of securities by way of preferential offer on private placement basis, the approval of the Members is required by way of a Special Resolution.

In view of the above, the Members are requested to consider and approve issue and allotment of CCDs by the Company at the revised face value of ₹ 38,884/- each, based on the above-mentioned valuation report. The members may note that the Company may allot CCDs in one or more tranches and the subsequent allotment(s) of the CCDs would be made based on the updated valuation reports to be obtained at the time of respective allotment of CCDs.

In terms of the provisions of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules 2014 and Rule 14 of Companies (prospectus and Allotment of Securities) Rules, 2014, the relevant disclosures/ details are as follows: -

S. No.	Particulars	Disclosures			
i.	Objects of the Issue	For meeting the capital requirements of the Company			
ii.	The total number of shares or other securities to be issued during the FY 2024-25	Type of security	No. of CCDs	Face Value of each CCD	Total amount (INR.)
		Compulsorily Convertible Debentures (Fully paid up)	No. of CCDs will vary at every tranche basis the price determined by registered valuer	The issue price will be changed as per the valuation report to be received for each tranche	4,50,00,00,000
iii.	The price or price band at/within which the allotment is proposed	The Management of the Company has decided to issue the CCDs at a price determined by registered valuer at the time of issue. The price band of CCDs may range from INR 38,884/- to INR 60,000/- per each CCD for cash.			
iv.	Basis on which the price has been arrived at along with report of the registered valuer	Allotment to be done at Face Value.			
v.	Relevant date with reference to which the price has been arrived at;	The price will be determined basis the valuation report issued prior to the issue of CCDs.			
vi.	The class or classes of persons to whom the allotment is proposed to be made;	Body Corporate(s) as detailed in point (ix) below			

vii.	Intention of promoters, directors or key managerial personnel to subscribe to the offer;	DLF Home Developers Limited being the promoter of the Company, intends to subscribe the issue. None of the directors or key managerial personnel are proposing to subscribe to the proposed offer																																															
viii.	The proposed time within which the allotment shall be completed;	In terms of the provisions of the Act, allotment of securities would be made within 12 months from the date of passing of special resolution(s).																																															
ix.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;	<table border="1" data-bbox="727 359 1312 684"> <thead> <tr> <th data-bbox="727 359 792 428">S. No.</th> <th data-bbox="792 359 1029 428">Type of Proposed Allottee</th> <th data-bbox="1029 359 1312 428">Post Offer Percentage</th> </tr> </thead> <tbody> <tr> <td data-bbox="727 428 792 541">1.</td> <td data-bbox="792 428 1029 541">Body Corporate - DLF Home Developers Limited</td> <td data-bbox="1029 428 1312 541">67% of the Total capital</td> </tr> <tr> <td data-bbox="727 541 792 684">2.</td> <td data-bbox="792 541 1029 684">Foreign Body Corporate- Daibiru Hines Trust</td> <td data-bbox="1029 541 1312 684">33% of the Total capital</td> </tr> </tbody> </table>				S. No.	Type of Proposed Allottee	Post Offer Percentage	1.	Body Corporate - DLF Home Developers Limited	67% of the Total capital	2.	Foreign Body Corporate- Daibiru Hines Trust	33% of the Total capital																																			
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x.	The change in control, if any, in the company that would occur consequent to the preferential offer;	<p data-bbox="727 764 1352 884">Since the proposed allotment pertains to CCDs, therefore, no change in the control of the management is envisaged.</p> <p data-bbox="727 926 1352 1010">Also, on diluted share capital basis, the shareholding of both the allottees remain unchanged.</p>																																															
xi.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;	<table border="1" data-bbox="727 1010 1352 2022"> <thead> <tr> <th data-bbox="727 1010 821 1104">S.No.</th> <th data-bbox="821 1010 984 1104">Date of Allotment</th> <th data-bbox="984 1010 1247 1104">Allotment made to</th> <th data-bbox="1247 1010 1352 1104">No. of CCDs</th> </tr> </thead> <tbody> <tr> <td data-bbox="727 1104 821 1213">1.</td> <td data-bbox="821 1104 984 1213">28.04.2023</td> <td data-bbox="984 1104 1247 1213">DLF Home Developers Limited</td> <td data-bbox="1247 1104 1352 1213">15,838</td> </tr> <tr> <td data-bbox="727 1213 821 1289">2.</td> <td data-bbox="821 1213 984 1289">31.05.2023</td> <td data-bbox="984 1213 1247 1289">*Green Horizon Trustee Limited</td> <td data-bbox="1247 1213 1352 1289">4,468</td> </tr> <tr> <td data-bbox="727 1289 821 1365">3.</td> <td data-bbox="821 1289 984 1365">12.07.2023</td> <td data-bbox="984 1289 1247 1365">*Green Horizon Trustee Limited</td> <td data-bbox="1247 1289 1352 1365">4,468</td> </tr> <tr> <td data-bbox="727 1365 821 1474">4.</td> <td data-bbox="821 1365 984 1474">24.07.2023</td> <td data-bbox="984 1365 1247 1474">DLF Home Developers Limited</td> <td data-bbox="1247 1365 1352 1474">15,838</td> </tr> <tr> <td data-bbox="727 1474 821 1583">5.</td> <td data-bbox="821 1474 984 1583">27.10.2023</td> <td data-bbox="984 1474 1247 1583">DLF Home Developers Limited</td> <td data-bbox="1247 1474 1352 1583">18,304</td> </tr> <tr> <td data-bbox="727 1583 821 1659">6.</td> <td data-bbox="821 1583 984 1659">8.11.2023</td> <td data-bbox="984 1583 1247 1659">*Green Horizon Trustee Limited</td> <td data-bbox="1247 1583 1352 1659">5,047</td> </tr> <tr> <td data-bbox="727 1659 821 1768">7.</td> <td data-bbox="821 1659 984 1768">23.01.2024</td> <td data-bbox="984 1659 1247 1768">DLF Home Developers Limited</td> <td data-bbox="1247 1659 1352 1768">18,381</td> </tr> <tr> <td data-bbox="727 1768 821 1843">8.</td> <td data-bbox="821 1768 984 1843">23.01.2024</td> <td data-bbox="984 1768 1247 1843">*Green Horizon Trustee Limited</td> <td data-bbox="1247 1768 1352 1843">5,140</td> </tr> <tr> <td data-bbox="727 1843 821 1953">9.</td> <td data-bbox="821 1843 984 1953">21.03.2024</td> <td data-bbox="984 1843 1247 1953">DLF Home Developers Limited</td> <td data-bbox="1247 1843 1352 1953">15,639</td> </tr> <tr> <td data-bbox="727 1953 821 2022">10.</td> <td data-bbox="821 1953 984 2022">1.04.2024</td> <td data-bbox="984 1953 1247 2022">*Green Horizon Trustee Limited</td> <td data-bbox="1247 1953 1352 2022">4,455</td> </tr> </tbody> </table>				S.No.	Date of Allotment	Allotment made to	No. of CCDs	1.	28.04.2023	DLF Home Developers Limited	15,838	2.	31.05.2023	*Green Horizon Trustee Limited	4,468	3.	12.07.2023	*Green Horizon Trustee Limited	4,468	4.	24.07.2023	DLF Home Developers Limited	15,838	5.	27.10.2023	DLF Home Developers Limited	18,304	6.	8.11.2023	*Green Horizon Trustee Limited	5,047	7.	23.01.2024	DLF Home Developers Limited	18,381	8.	23.01.2024	*Green Horizon Trustee Limited	5,140	9.	21.03.2024	DLF Home Developers Limited	15,639	10.	1.04.2024	*Green Horizon Trustee Limited	4,455
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		* On 23-04-2024, the entire equity shares and compulsorily convertible debentures held by Green Horizon Trustee Limited (acting as a trustee of Green Horizon Trust ('GHT')) were transferred to Daibiru Hines Trust (an affiliate of GHT).
xii.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	No allotment is proposed to be made under this preferential issue for consideration other than cash
xiii.	Name and address of valuer who performed valuation	Mr. Saurobh Kumar Barick, Registered Valuer, IBBI Registration No. IBBI/RV/11/2019/12454 Address: Anandlok, 2 nd Floor, Block-A, Room No.207, 227, A.J.C. Bose Road, Kolkata-700020
xiv.	Principle terms of assets charged as securities	Being an offer for issuance of CCDs, no assets of the Company are being charged as security

xv. The pre-issue and post issue shareholding pattern of the Company:

SI. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' Shareholding				
1	Indian				
	Individual*	5	0.1%	5	0.1%
	Body Corporate [#]	49,995	66.9%	49,995	66.9%
	Others				
	Sub Total	50,000	67.00%	50,000	67.00%
2	Foreign				
	SUB-TOTAL (A)	50,000	67.00%	50,000	67.00%
B	Non-Promoters' Shareholding				
1	<i>Institutions</i>				
2	<i>Non-Institutions</i>				
	Body Corporate				
	Directors & Relatives				
	Indian Public				
	Others [^]	24,627	33.00%	24,627	33.00%
	SUB-TOTAL (B)	24,627	33.00%	24,627	33.00%
	GRAND TOTAL	74,627	100.00%	74,627	100.00%

*5 (Five) shares are held by Nominees of DLF Home Developers Limited.

49,995 (Forty Nine Thousand Nine Hundred and Ninety Five) shares are held by DLF Home Developers Limited

^ 24,627 (Twenty Four Thousand Six Hundred and Twenty Seven) shares are held by Daibiru Hines Trust

The material terms of the proposed offer of CCDs are as under: -

- The CCDs may be compulsorily convertible into Equity Shares at any time upon receiving affirmative written consent of DHDL and the Investor(s) in accordance with the provisions of the Joint Venture Agreement dated March 11, 2019 and First Amendment to the Joint Venture Agreement dated January 19, 2022.
- 1 CCD shall convert into 1 equity share of INR10/- each.
- The CCDs shall carry a coupon rate of 15% per annum, payable annually, up to the date of conversion into Equity Shares of the Company and the CCDs shall be unsecured. There will be an interest moratorium for a period of 5 years from the date of allotment.
- That the CCDs until converted and Equity Shares against the same are allotted do not give any rights to the CCD holders with respect to that of a shareholder of the Company.
- The Equity Shares to be so allotted on conversion of the CCDs shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.

Copy of relevant documents would be available for inspection free of cost for the shareholders at the Registered Office of the Company between 10:00 hrs. to 17:30 hrs. up to the date of the Extra-Ordinary General Meeting and shall also be available for inspection at the Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution set out at item No. 7.

The Board recommends the resolution at item No. 7 for approval of the Members as Special Resolution.

For and on behalf of the Board
For Atrium Place Developers Private Limited
(Formerly known as Aadarshini Real Estate Developers Pvt. Ltd.)

Date: 7th May 2024

Place: Gurugram

Monish Krishna

Director

DIN: 03102712

Address: E-52, GK-II, New Delhi

ATRIUM PLACE DEVELOPERS PRIVATE LIMITED

(Formerly known as Aadarshini Real Estate Developers Private Limited)
(CIN-U74899HR2005PTC114811)

Regd. Office: 1st Floor, DLF Gateway Tower, R Block, DLF City, Phase -III, Gurugram- 122002, India

PROXY FORM

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

CIN:	U74899HR2005PTC114811
Name of the Company:	ATRIUM PLACE DEVELOPERS PRIVATE LIMITED (FORMERLY KNOWN AS AADARSHINI REAL ESTATE DEVELOPERS PRIVATE LIMITED)
Registered Office:	1ST FLOOR, DLF GATEWAY TOWER, R BLOCK, DLF CITY, PHASE -III, GURUGRAM- 122002,

Name of the Member(s):	
Registered Address:	
Email Id:	
Folio No. / Client Id:	
DP ID:	

I/We, being the member(s) of **ATRIUM PLACE DEVELOPERS PRIVATE LIMITED** holding _____ shares of the above-named Company, hereby appoint:

1. Name: _____

Address:

E- mail Id: _____

Signature: _____

or failing him/her

2. Name: _____

Address:

E- mail Id: _____

Signature: _____

or failing him/her

3. Name: _____

Address:

E- mail Id: _____

Signature: _____

or failing him/her

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 19th Annual General of the Company, to be held on Friday, 24th Day of May 2024 at 11:00 A.M. at the Registered Office of the Company at 1st Floor, DLF Gateway Tower, R Block, DLF City, Phase-III, Gurugram -122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resln. No.	Business to be transacted	Vote (optional, see the note below)	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements for the Financial year ended 31 st March 2024 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To consider and approve appointment of a Director in place of Mr. Devinder Singh (DIN: 02569464), who retires by rotation and being eligible, offers himself for reappointment.		
3.	To consider and approve the re-appointment of S.R. Batliboi & Co., LLP, Chartered Accountants, (Firm Registration No. 301003E/ E300005) as the Statutory Auditors of the Company for another term of five consecutive years		
4.	Appointment of Mrs. Tina Rawla (DIN: 01552342) as Non-Executive Director of the Company.		
5.	Amendment in the Joint Venture Agreement of the Company		
6.	Alterations in the Articles of Association of the Company		
7.	Issue and offer of compulsorily convertible debentures on preferential basis by way of private placement basis		

Signed this _____ day of _____ 2024

Signature of the Shareholder: _____

Signature of the Proxy holder(s) _____

Affix Revenue Stamp of Rs. 1/—

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
4. The attendance slip/ proxy form should be properly filled, stamped and signed in all respect and matter.
5. If the Company receives multiple Proxies for the same holdings of a Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time all such multiple Proxies shall be treated as invalid. All alterations made in the Form of Proxy should be initialled.
6. A proxy form which does not contain the name of Proxy shall not be considered valid.
7. Undated Proxy form shall not be considered valid.

ATRIUM PLACE DEVELOPERS PRIVATE LIMITED

(Formerly known as Aadarshini Real Estate Developers Private Limited)

(CIN-U74899HR2005PTC114811)

Regd. Office: 1st Floor, DLF Gateway Tower, R Block, DLF City, Phase -III, Gurugram- 122002, India

ATTENDANCE SLIP

Registered Folio/DP ID:

Name and Address of the Shareholder:

Name of Joint holder(s):

No. of Shares:

(In number and in words)

I/We hereby record my/our presence at the 19th Annual General Meeting of **ATRIUM PLACE DEVELOPERS PRIVATE LIMITED (FORMERLY KNOWN AS AADARSHINI REAL ESTATE DEVELOPERS PRIVATE LIMITED)** to be held on Friday, 24th Day of May 2024 at the Registered Office of the Company at 1st Floor, DLF Gateway Tower, R Block, DLF City, Phase -III, Gurugram- 122002 at 11:00 A.M.

Signature of the Shareholder(s): _____

Signature of Proxy holder(s): _____

Note: Shareholders attending meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of meeting hall.

Route Map

