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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extra-Ordinary General Meeting** of the members of Experion Developers Private Limited will be held on **Friday, June 27, 2025,** at its corporate office situated at **8th Floor, Wing B, Milestone Experion Center, Sector 15, Part-2, Gurugram, Haryana-122001 at 11:00 A.M. (IST) at shorter notice** to transact the following special business:

SPECIAL BUSINESS:

1. TO APPROVE ENTERING INTO RELATED PARTY TRANSACTION WITH MR. HEMANT TIKOO

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board for entering into the following contracts(s) / arrangement(s)/transaction(s) with related parties, as per the details set out below:

Name of the related party and nature of relationship	Mr. Hemant Tikoo. Mr. Hemant Tikoo is a director of EDPL and shareholder and director of Landmark Infracon Private Limited (**"LIPL"**). Mr. Hemant Tikoo is selling his shares in LIPL to EDPL.
Nature, duration of the contract and particulars of the contract or arrangement	**Nature:** Purchase of 75000 equity shares of Rs. 10/- each of LIPL held by Mr. Hemant Tikoo along with his nominee holding one share. **Duration:** NA **Particulars/Terms:** As per the share swap agreement to be entered into between EDPL and Mr. Hemant Tikoo.
Material terms of the contract or arrangement including the value, if any	**Consideration:** Rs. 128,13,15,750/-. Purchase consideration net of applicable taxes, if any, is being paid by way of issuance of 86,610 fully paid-up equity shares of the Company having face value Rs. 10 each at a premium of Rs. 13,973 per share, aggregating to Rs. 121,10,67,630/- and any balance consideration arising due to fractional share shall be payable to the account of the Seller.

Any advance paid or received for the contract or arrangement, if any;	Nil
Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Valuation of equity shares of LIPL to be purchased has arrived based on the valuation report received. Valuation of equity shares of EDPL to be issued in lieu of Purchase Consideration has arrived based on the valuation report received.
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes.
Any other information relevant or important for the Board to take a decision on the proposed transaction.	The transaction is being conducted in ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorized to do all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any director of the Company be furnished to such person(s) and be filed with the Registrar of Companies, as may be deemed necessary."

2. TO CONSIDER AND APPROVE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS THROUGH PRIVATE PLACEMENT

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 ("**the Act**"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of Foreign Exchange Management Act, 1999 and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Memorandum of Association and Articles of Association, the consent of the members of the Company be and is hereby accorded to offer, issue and allot the below mentioned securities to following identified person(s) on private placement basis from time to time and in one or more tranches as the Board may determine:

S. No.	Name of identified person	Address	Type of securities	No. of securities	Face Value (in Rs.)	Premium (in Rs.)	Total amount (in Rs.)
1	Mr. Hemant Tikoo	7 Anthony Road, #20-33 Singapore 229955	Equity shares	86,610	10/-	13,973	121,10,67,630/-

RESOLVED FURTHER THAT the above equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

For and on behalf of
For Experion Developers Private Limited

Basavaraddi Krishnaraddi Malagi
Whole-Time Director
DIN: 06572992

Date : June 24, 2025
Place : Gurugram

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the Special business under Item No. 1 and 2 of the Notice, is annexed hereto.

2. A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote on Poll on his behalf and the Proxy need not be a member of the Company. Pursuant to Section 105 of the Companies Act 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument 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. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

3. Members/proxies should bring the enclosed attendance slip duly filed in, for attending the meeting.

4. Members are requested to notify the company immediately of any change in their address.

5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of their Board Resolution/Authorization letter authorizing their representatives to attend and vote at the Meeting.

6. All documents prescribed under the Companies Act, 2013 including the rules made thereunder and referred to in the accompanying notice are open for inspection at the Registered Office and/or Corporate Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days upto the date of Extra-Ordinary General Meeting.

7. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company so that the required information can be made available at the meeting.

8. The meeting is being held at shorter notice with the required consent of the shareholders.

9. The Route map of the venue of this EGM is also enclosed herewith this notice.

Explanatory Statement
(pursuant to section 101 of the Companies Act, 2013)

Item No. 1

Members of the Company are informed that Mr. Hemant Tikoo, a director of the Company along with his nominee holding one share, currently owns 75,000 equity shares of Landmark Infracon Private Limited, a related party of the Company (“**LIPL**”) which represents 75% of the total share capital of LIPL.

LIPL owns a strategically located land parcel that aligns with the long-term growth plans of the Company; hence it is proposed to purchase 75,000 equity shares of LIPL from Mr. Hemant Tikoo for a consideration not more than Rs. 128,13,15,750/- (“**Purchase Consideration**”).

Members are informed that in terms of the provisions of Section 2(76) and 188(1) of the Companies Act, 2013 and the rules made (“**the Act**”), purchase of shares of LIPL from Mr. Hemant Tikoo is a related party transaction (“**RPT**”). Hence, in terms of the provision of Section 188(1) of the Act, the Company shall not enter into any RPT for sale, purchase or supply of any goods or materials from a related party without Board and shareholders’ approval.

Details of the current transaction as required to be disclosed under Section 188(1) of the Act are mentioned below:

Name of the related party and nature of relationship	Mr. Hemant Tikoo. Mr. Hemant Tikoo is a director of EDPL and shareholder and director of Landmark Infracon Private Limited (“**LIPL**”). Mr. Hemant Tikoo is selling his shares in LIPL to EDPL.
Nature, duration of the contract and particulars of the contract or arrangement	**Nature:** Purchase of 75000 equity shares of Rs. 10/- each of LIPL held by Mr. Hemant Tikoo along with his nominee holding one share. **Duration:** NA **Particulars/Terms:** As per the share swap agreement to be entered into between EDPL and Mr. Hemant Tikoo.
Material terms of the contract or arrangement including the value, if any	**Consideration:** Rs. 128,13,15,750/-. Purchase consideration net of applicable taxes, if any, is being paid by way of issuance of 86,610 fully paid-up equity shares of the Company having face value Rs. 10 each at a premium of Rs. 13,973 per share, aggregating to Rs. 121,10,67,630/- and any balance consideration arising due to fractional share shall be payable to the account of the Seller.

EXPERION
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Any advance paid or received for the contract or arrangement, if any;	Nil
Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Valuation of equity shares of LIPL to be purchased has arrived based on the valuation report received. Valuation of equity shares of EDPL to be issued in lieu of Purchase Consideration has arrived based on the valuation report received.
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes.
Any other information relevant or important for the Board to take a decision on the proposed transaction.	The transaction is being conducted in ordinary course of business and at arm's length basis.

The Board of directors at their meeting held on June 24, 2025 has approved the transaction and has recommended the said resolution to be passed as an ordinary resolution by the members.

Except for Mr. Hemant Tikoo, Director, and Mr. Arvind Tiku, Director and brother of Mr. Hemant Tikoo, none of the other Directors, 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

Members of the Company are hereby informed that the Company proposes to acquire 75,000 equity shares of Landmark Infracon Private Limited from Mr. Hemant Tikoo (the "**Seller**"), as part of its business expansion strategy. It is proposed that the Purchase Consideration net of applicable taxes, if any, for the said acquisition shall be discharged by the Company through the issuance of its own equity shares to the Seller on a preferential basis, by way of private placement, in accordance with the applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder.

Members are further informed that in terms of the provisions of Section 42 and 62 of the Companies Act, 2013 and the rules made thereunder, the issuance of Equity Shares on a preferential basis through private placement is subject to the approval of members of the Company.

The Board of Directors vide their Board Meeting dated June 24, 2025 has approved the item and recommends a Special Resolution, as set out in Item No. 2 of the Notice, for approval by the members.

Disclosures as per Section 42 and 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:

(a)	Particulars of the offer including date of passing of Board resolution	Issuance of 86,610 Equity Shares of face value INR 10/- each issued at a premium of INR 13,973/- aggregating to INR 121,10,67,630/- each, on preferential basis and private placement basis to Mr. Hemant Tikoo. Date of Board Meeting – June 24, 2025

(b)	Kinds of securities offered and the price at which security is being offered:	Equity Shares of INR 10 each issued at a premium of INR 13,973/-
(c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	Valuation of equity shares of EDPL to be issued in lieu of Purchase Consideration has arrived based on the valuation report received.
(d)	Name and address of valuer who performed valuation;	As mentioned in the valuation report.
(e)	Amount which the company intends to raise by way of such securities;	NA. The Company is issuing share to Mr. Hemant Tikoo for discharging its obligation under the share swap agreement entered into by the Company and Mr. Hemant Tikoo for purchasing share of LIPL held by him. No funds are being raised.
(f)	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	As mentioned in point (e) above. The Company is purchasing 75000 equity shares of Rs. 10/- each of LIPL held by Mr. Hemant Tikoo along with his nominee holding one share. Purchase consideration is Rs. 128,13,15,750/-. Purchase consideration net of applicable taxes, if any, is being paid by way of issuance of 86,610 fully paid-up equity shares of the Company having face value Rs. 10 each at a premium of Rs. 13,973 per share, aggregating to Rs. 121,10,67,630/- and any balance consideration arising due to fractional share shall be payable to the account of the Seller.

Further, as required the disclosure as per Section 42 and 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 is as follows:

(a) Objects and particulars of the offer including date of passing of Board resolution:

Refer to details mentioned in the table above.

(b) Kinds of securities offered, total number of shares and the price at which security is being offered:

Refer to details mentioned in the table above.

(c) Basis or justification for the price (including premium, if any) at which the offer or invitation is made:

Refer to details mentioned in the table above.

(d) Name and address of valuer who performed valuation:

Refer to details mentioned in the table above.

(e) Amount which the company intends to raise by way of such securities:

Refer to details mentioned in the table above.

(f) Material terms of raising such securities, proposed time schedule, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities

Refer to details mentioned in the table above.

Principle terms of assets charged as security, if applicable; N.A.

(g) Relevant date with reference to which the price has been arrived at

Equity shares are to be issued and allotted at a price of Rs. 13,983 (Face value Rs. 10/- and at the premium of Rs. 13,973/-) based on the valuation report received from the valuer. Valuation is done based on the financials for the period March 31, 2025.

(h) Class or classes of person to whom allotment is proposed to be made

The proposed allottee for equity shares is Mr. Hemant Tikoo.

(i) Intention of promoters, directors or key managerial personnel to subscribe to the offer

Shares are being offered to Mr. Hemant Tikoo who is a non-executive director of the company.

(j) Proposed time within which the allotment shall be completed

The Board may offer equity shares in one or more tranches in its absolute discretion. Allotment is proposed to be completed within 60 days of receipt of securities application money. The offer and allotment of securities on a preferential basis shall be completed within a period of twelve months from the date of passing of the special resolution.

(k) Name of proposed allottees and percentage of post preferential offer capital held by them;

The list of proposed allottee along with the percentage of post preferential offer capital that may be held by it is as follows:

Name of the proposed allottee	% of equity share capital before private placement	% of equity share capital post private placement	Relation with the Company
Hemant Tikoo	0.00%	3.42%	Director

(l) the change in control, if any, in the company that would occur consequent to the preferential offer:

As a result of the proposed equity shares, there will be no change in the control of the Company.

(m) 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

S. No.	Name of shareholder	Type of securities	No. of securities	Amount (in Rs.)
1	Experion Hospitality Pvt Ltd	Optionally Convertible	69,822	90,00,05,580/-

		Redeemable Preference Shares		
2	Experion Holdings Pte. Ltd.	Compulsorily Convertible Debentures	200,00,000	200,00,00,000

(n) Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

The Company proposes to acquire 75,000 equity shares of Landmark Infracon Private Limited, from Mr. Hemant Tikoo (the "**Seller**"), as part of its business expansion strategy. It is proposed that the consideration for the said acquisition shall be discharged by the Company through the issuance of its own equity shares to the Seller on a preferential basis, by way of private placement, in accordance with the applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder.

Valuation has been received from the valuer.

(o) The pre-issue and post-issue shareholding pattern of the company in the format given under the rules:

The pre-issue and post-issue equity shareholding pattern of the Company will be as follows:

S.No.	***Category***	***Pre- Issue***		***Post Issue***	
		No. of shares held	**% of shareholding**	**No. of shares held**	**% of shareholding**
A.	Promoters' holding:				
1.	**Indian:**				
	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub-Total	-	-	-	-
2.	**Foreign Promoters**	**2447542**	**100**	**2534152**	**100**
	Sub-Total (A)	2447542	100	2534152	100
B.	**Non-Promoters' holding:**				
1.	**Institutional Investors**	-	-	-	-
2.	**Non-Institution Investors:**				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub-Total (B)	-	-	-	-
	GRAND TOTAL	**2447542**	**100**	**2534152**	**100**

Therefore, in view of the above, approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, "the Act") for the issue and allotment of aforesaid equity shares.

The Board of Directors of the Company believes that the preferential issue of equity shares is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the special resolution as set out in Item No. 2 for your approval.

Except for Mr. Hemant Tikoo, Director, and Mr. Arvind Tiku, Director and brother of Mr. Hemant Tikoo, none of the other Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

For and on behalf of
For Experion Developers Private Limited

Basavaraddi Krishnaraddi Malagi
Whole-Time Director
DIN: 06572992

Date : June 24, 2025
Place : Gurugram

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ATTENDANCE SLIP

I/We hereby record my/our presence at the **"3/2025-26" Extra Ordinary General Meeting** of the Company, to be held on **Friday, June 24, 2025,** at its corporate office situated at **8th Floor, Wing B, Milestone Experion Center, Sector 15, Part-2, Gurugram, Haryana-122001 at 11:00 AM (IST)**

Name of the attending member (in block letters) :

Name of the proxy (in block letters) :

Signature

NOTES:

Please fill this attendance slip and hand it over at the entrance of the Venue.

Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.

Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.

EXPERION
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Form No. MGT-11
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	: U70109DL2006FTC151343
Name of the Company	: Experion Developers Private Limited
Registered Office	: F-9, First Floor, Manish Plaza 1, Plot No. 7, MLU, Sector-10, Dwarka, New Delhi-110075
Name of the Member(s)	:
Registered Address	:
E-mail Id	:

I/We being the member(s) of the above named Company appoint:

Name		**Name**	
Address		**Address**	
E-mail Id		**E-mail Id**	
Signature: ***or failing him***		**Signature:**	

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **"3/2025-26" Extra Ordinary General Meeting** of the Company, to be held on **Friday, June 24, 2025,** at its corporate office situated at **8th Floor, Wing B, Milestone Experion Center, Sector 15, Part-2, Gurugram, Haryana-122001 at 11:00 A.M. (IST)** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	**RESOLUTION PROPOSED**	**OPTIONAL***	
		FOR	**AGAINST**
1.	To consider and approve issuance of equity shares on preferential basis through private placement *(Special Resolution)*		
2	To enter into related party transaction *(Ordinary Resolution)*		

Signed this............................day of.......................2025

Signature of Shareholder

Signature of Proxy

NOTE:

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. ***For the text of the Resolution, Explanatory Statements & Notes, please refer to the Notice convening the Extra Ordinary General Meeting.***

3. ***It is optional to put "X" in the appropriate column against the Resolution indicated in the Box.***

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ROUTE MAP OF VENUE OF EGM

Name of the Company	: Experion Developers Private Limited
EGM Venue Address	: 8th Floor, Wing B, Milestone Experion Center, Sector-15, Gurugram, Haryana, India, 122001
Nearest Landmark	: Millenium City Centre Metro Station, Sector 29, Gurugram, Haryana 122007