

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 **Saturday, May 3, 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)** to transact the following special business:

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL AND AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules thereunder (including any statutory modification or re-enactment thereof for the time being in force), consent of the members of the Company be and is accorded to increase the Authorised Share Capital of the Company from existing Rs. 4,00,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each to Rs. 4,50,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each and 5,00,000 preference shares of Rs. 10/- each.

RESOLVED FURTHER THAT consent of the members be and is also hereby accorded to alter Clause V of the Memorandum of Association of the Company by substituting the following new Clause V in place of the existing clause:

Clause V

“The Authorised Share Capital of the Company is Rs. 4,50,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each and 5,00,000 preference shares of Rs. 10/- each.”

RESOLVED FURTHER THAT anyone of the Directors of the Company, be and is hereby authorised to sign and file all necessary forms, returns, documents and papers with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or incidental to give effect to the above resolution.”

2. TO CONSIDER AND APPROVE ISSUANCE OF OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES (OCRPS) AND COMPULSORILY CONVERTIBLE DEBENTURES 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, 55, 62(1)(c) and 71, 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 and subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, 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 persons on private placement basis from time to time and in one or more tranches as the Board may determine:

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S. No.	Name of identified person	Address	Type of securities	No. of securities	Face Value (in Rs.)	Premium (in Rs.)	Total amount
1	Experion Hospitality Private Limited	F-9, First Floor, Manish Plaza 1, Plot No. 7, MLU, Sector 10, Dwarka, Delhi, India, 110075	Optionally Convertible Redeemable Preference Shares	69,822	10/-	12,880/-	Rs. 90,00,05,580/-
2	Experion Holdings Pte. Ltd.	3, Church Street, #16-04/05, Samsung Hub, Singapore 049483	Compulsorily Convertible Debentures	2,50,00,000	100/-	-	Rs. 250,00,00,000/-

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Act and rules made thereunder, the particulars in respect of the offer are as under:

- OCRPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital.
- OCRPS shall be non-participating in surplus funds/surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company.
- OCRPS shall carry dividend at a fixed rate of 0.01% per annum and shall be non-cumulative in nature.
- Dividend, if declared, will be paid only out of surplus cash flows available with the Company after compliance with the secured obligations of the Company with respect to loan funding and subject to the compliance of the Companies Act, 2013.
- Maturity Date shall be 10 years from the date of allotment.
- OCRPS shall be convertible into Equity Shares in the ratio of 1:1 (; i.e. one equity share will be allotted for one OCRPS) at the option of the Subscriber, in accordance with the provisions of the Act. Such option for conversion is to be opted by the subscriber, 30 (thirty) days prior to the Maturity.
- Where subscriber does not opt for conversion of OCRPS into equity shares, OCRPS shall be redeemed at issue price of Rs. 12,890/- at the end of Maturity, in accordance with the provisions of the Act.
- OCRPS shall not carry any voting rights except right to vote only on resolutions placed before the company which directly affect the rights attached to preference shares and, any resolution for the winding up of the company or for the repayment or reduction of preference share capital.

RESOLVED FURTHER THAT the CCDs shall be issued and allotted based on the following material terms and such other terms as specified in the Fully and Compulsorily Convertible Debenture Subscription Agreement (the “**CCD Subscription Agreement**”).

- That the CCDs shall be unsecured;
- That CCDs shall be compulsorily convertible into Equity Shares on the earlier of 8 years or the date mutually agreed upon by the Parties;
- That CCDs holder shall be entitled to a coupon payment at the rate of 12.5% per annum;
- That the Subscriber to the CCDs shall not have voting rights;

(unless defined herein, all capitalized terms used herein shall have the meanings given to them under the CCD Subscription Agreement).

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**

**Nagaraju Routhu
Whole-Time Director
DIN: 01737862**

**Date : May 2, 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 existing authorised share capital of the Company is Rs. 4,00,00,000/- comprising of 40,00,000 equity shares of Rs. 10/- each.

The Members are further informed that it is proposed to increase the existing authorised share capital existing Rs. 4,00,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each to Rs. 4,50,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each and 5,00,000 preference shares of Rs. 10/- each.

The Members are further informed that Clause V of the Memorandum of Association (“MOA”) of the Company would be altered by substituting the following new Clause V in place of the existing clause:

“Clause V

“The Authorised Share Capital of the Company is Rs. 4,50,00,000/- divided into 40,00,000 equity shares of Rs. 10/- each and 5,00,000 preference shares of Rs. 10/- each.”

In terms of the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules thereunder, increase in the authorized share capital and alteration of capital clause of MOA is subject to approval of the members of the Company.

The Board of Directors vide their Board Meeting dated May 2, 2025, has approved the item and recommends an Ordinary Resolution, as set out in Item No. 1 of the Notice, for approval by the Members.

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

Item No. 2

Members of the Company are informed that in order to meet the business requirements of the Company, it is proposed to raise the funds up to Rs. 90,00,05,580/- from Experion Hospitality Private Limited, a fellow subsidiary Company (“EHPL”) and up to Rs. 250 Crore from Experion Holdings Pte. Ltd., the holding Company (“EHPteL”).

The members are further informed that it is proposed to raise the funds by way of issuance of 69,822 Optionally Convertible Redeemable Preference Shares of face value Rs. 10/- at the premium of Rs. 12,880/- amounting to Rs. 90,00,05,580/- (“OCRPS”) on preferential basis through private placement from EHPL and by way of issuance of 2,50,00,000 Compulsorily Convertible Debentures of Rs. 100/- each amounting to Rs. 250,00,00,000/- (“CCDs”) on preferential basis through private placement from EHPteL.

Members are further informed that in terms of the provisions of Section 42, 55, 62(1)(c) and 71 of the Companies Act, 2013 and the rules made thereunder, issuance of OCRPS and CCDs on preferential basis through private placement is subject to approval of shareholders of the Company.

The Board of Directors vide their Board Meeting dated May 2, 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.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the aforesaid issue of OCRPS and CCDs are as follows:

1.	The size of the issue and number of preference shares to be issued and nominal value of each share	69,822 Optionally Convertible Redeemable Preference Shares of face value Rs. 10/- at the premium of Rs. 12,880/- amounting to Rs. 90,00,05,580/- 2,50,00,000 Compulsorily Convertible Debentures of Rs. 100/- each amount to Rs. 250 Crore.
2.	The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible	OCRPS are optionally convertible and redeemable both at the end of the tenure, non-cumulative, and non-participating in nature. CCDs are fully and compulsorily convertible debentures, convertible into equity shares as per the terms and conditions mentioned in debenture subscription agreement.
3.	Objectives of the issue	To meet day to day business requirements of the Company.
4.	Manner of issue of shares	OCRPS and CCDs are to be issued on private placement basis.
5.	Price at which such shares are proposed to be issued	OCRPS are to be issued at Rs. 12,890/- per share (Rs. 10 face value and Rs. 12,880/- premium). CCDs are to be issued at face value of Rs. 100/- each.
6.	Basis on which the price has been arrived at	Based on the valuation report issued by registered valuer.
7.	Terms of issue, including terms and rate of dividend on each share, etc.	Refer to the terms mention in the special resolution proposed to be passed.
8.	Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Refer to the terms mention in the special resolution proposed to be passed.
9.	Manner and modes of redemption	OCRPS shall be redeemed in accordance with the terms of issuance and with the provisions of the Companies Act, 2013 read with the relevant rules. CCDs are to be converted into equity as per the terms mentioned under debenture subscription agreement and with the provisions of the Companies Act, 2013 read with the relevant rules.
10.	Current shareholding pattern of the company	100% equity shares of the company are held by Experion Holdings Pte. Ltd. along with its 1 nominee.
11.	Expected dilution in equity share capital upon conversion of preference shares.	To be determined at later date.

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:

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

The Company proposes to issue OCRPS to raise funds for meeting day-to-day business requirements of the Company. The Board of Directors, in their meeting held on May 2, 2025, has approved the issuance, subject to approval of the members.

(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:

Valuation Report has been issued by registered valuer.

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

The Company proposes to issue an amount up to Rs. 340 Crores.

(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

Material terms are provided herein above. The OCRPS and CCDs are to be issued and allotted in one or more tranches as per discretion of the Board. Offer cum application letter, is valid for a period of 30 (Thirty) days from the date of its issuance. The Board reserves the right to close the offer any time before the last date of closing of offer period where 100% securities application money received from the Subscriber.

The Promoter company intends to subscribe to the proposed preferential issue of CCDs, however, OCRPS is being subscribed to by a fellow subsidiary company.

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

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

OCRPS are to be issued and allotted at a price of Rs. 12,890/- (Face value Rs. 10/- and premium Rs, at the premium of Rs. 12,880/-) based on the valuation report received from the registered valuer. Valuation is done based on the financials for the period February 28, 2025.

The price of resultant equity shares to be allotted upon conversion of OCRPS has been determined upfront on the basis of a valuation report of the registered valuer. The "Relevant Date" for the purpose of determination of price of equity shares is February 28, 2025.

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

The proposed allottee for OCRPS is Experion Hospitality Private Limited, the fellow subsidiary company and for CCDs is Experion Holdings Pte. Ltd., the holding company. Allotment is proposed to be made in one or more tranches.

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

The Promoter company intends to subscribe to the proposed preferential issue of CCDs, however, OCRPS is being subscribed to by a fellow subsidiary company.

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

The Board may offer OCRPS and CCDs 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	Number of CCDs to be issued (in one or more tranche)	Number of OCRPS to be issued (in one or more tranche)	% of equity share capital post private placement	Relation with the Company
Experion Hospitality Private Limited	0.00%	-	69,822	0%	Fellow Subsidiary Company
Experion Holdings Pte. Ltd.	100%	2,50,00,000	-	100%	Holding Company

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

As a result of the proposed Preferential Issue of OCRPS and CCDs, 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

During the year no allotment on a preferential basis was done.

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

Not applicable.

(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:				

EXPERION DEVELOPERS PRIVATE LIMITED

1.	Indian:				
	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub-Total	-	-	-	-
2.	Foreign Promoters	2447542	100	2447542	100
	Sub-Total (A)	2447542	100	2447542	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	2447542	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, 55, 62(1)(c) and 72 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 OCRPS and CCDs.

The Board of Directors of the Company believes that the preferential issue of OCRPS and CCDs are 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.

None of the Directors, Key managerial personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution set out at Item No 2.

**For and on behalf of
For Experion Developers Private Limited**



Nagaraju Routhu
Whole-Time Director
DIN: 01737862

Date : May 2, 2025
Place : Gurugram

ATTENDANCE SLIP

I/We hereby record my/our presence at the “2/2025-26” **Extra Ordinary General Meeting** of the Company, to be held on **Saturday, May 3, 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.

**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 "2/2025-26" Extra Ordinary General Meeting of the Company, to be held on **Saturday, May 3, 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)** 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 increase in authorised share capital and amendment in memorandum of association. <i>(Ordinary Resolution)</i>		
2.	To consider and approve issuance of Optionally Convertible Redeemable Preference Shares and Compulsorily Convertible Debentures on a preferential basis through private placement. <i>(Special Resolution)</i>		

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

Signature of Shareholder



Signature of Proxy



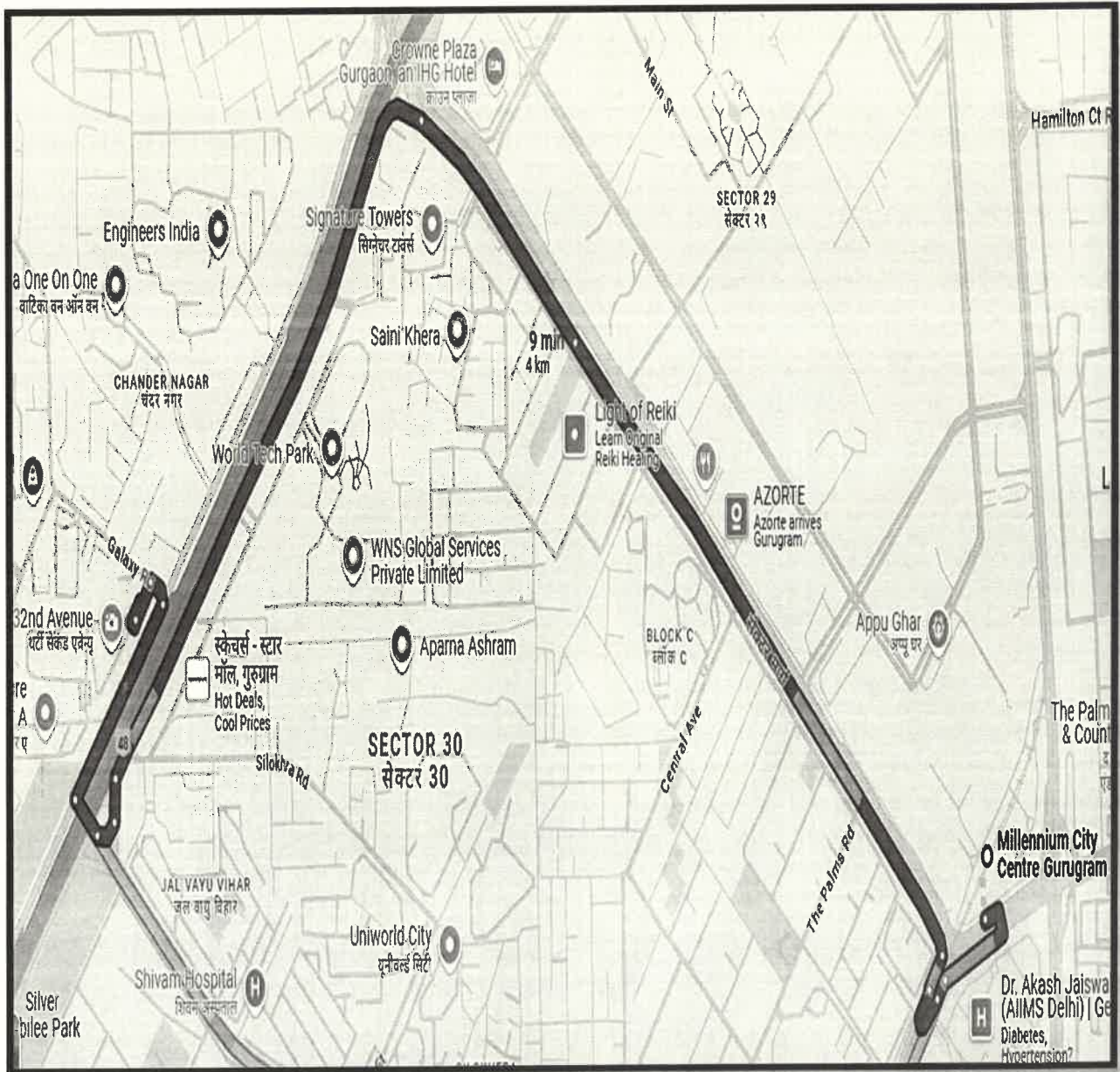
NOTE:

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.

EXPERION DEVELOPERS PRIVATE LIMITED

ROUTE MAP OF VENUE OF EGM

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



EXPERION DEVELOPERS PRIVATE LIMITED

Corporate Office: 8th Floor, Wing B, Milestone Experion Centre, Sector-15, Part-2 Gurugram, Haryana - 122001 **Phone:** 91-124 628 1630 **CIN:** U70109DL2006FTC151343
Registered Office: F-9, First Floor, Manish Plaza-1, Plot No.7, MLU, Sector 10, Dwarka, New Delhi - 110 075

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