

September 28, 2023

To,  
The Dept. of Corporate Services (CRD)  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

Kind Attn.: Debt Listing Department

Dear Sir/Madam,

**Sub: Notice of Annual General Meeting for the Financial Year 2022-23**

**Company Name: APG Premium Homes Private Limited**

**Security code: 953095 and Security ID: 20APGPH25**

This is to inform you that the Annual General Meeting of the Shareholders of the Company will be held on Friday 29<sup>th</sup> Day of September 2023 at 12.30 PM at the registered office of the Company Assetz House, 30, Crescent Road, Bengaluru 560001, inter-alia to consider and adopt the financial statements of the Company for the financial year ended 31st march 2023 and the Reports of the board of directors and auditors thereon.

Request you to kindly take the above on your records.

**Thanking you**

**For APG Premium Homes Private Limited**

**SOMASUNDARAM THIRUPPATHI**  
**Director**  
**DIN: 07016259**

## NOTICE OF 8<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 8<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF APG PREMIUM HOMES PRIVATE LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, 29<sup>TH</sup> DAY OF SEPTEMBER 2023 AT 12.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT ASSETZ HOUSE, 30 CRESCENT ROAD, BENGALURU 560001 TO TRANSACT THE FOLLOWING BUSINESS

### ORDINARY BUSINESS:

#### 1. TO RECEIVE, CONSIDER, AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2023 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

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

**"RESOLVED THAT** the Audited Financial Statements of the Company, comprising of the Balance Sheet, Statements of Profit & Loss Accounts, Cash Flow Statements and notes to the accounts thereof for the financial year ended 31<sup>st</sup> March 2023 along with necessary notes Annexed to or forming part of such financial statements together with the Report of the Statutory Auditors and the report of the Board of Directors be and is hereby considered, adopted and approved;

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorized to file necessary e-Forms with the Registrar of Companies, Karnataka and to do all such acts, deeds, things which are necessary to give effect to the said Resolution."

### 2. APPOINTMENT OF AUDITORS

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 139 and other applicable provisions if any of the companies act 2013 and Rule 3, 4 5 and 6 of Companies (Audit and Auditors) Rule 2014, as amended from time to time, M/s. Guru, Jana & Associates., (FRN- 025194S) Chartered Accountants, Bangalore be and are hereby appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2028 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESS:

#### 3. TO CONSIDER AND ADOPT NEW SET OF 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 the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013("Act"), read with applicable rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (including any statutory modification or re-enactment thereof, for the time being in force), and subject to approvals, permissions and sanctions from the appropriate authority, if any, the new set of Articles of Association of the Company, be and are hereby approved and adopted in

CIN: U45205KA2015PTC081534

**Registered Office:** Assetz House, 30, Crescent Road, Bengaluru 56000,

Tel: +91 80 46674000, **Email ID:** [compliance@assetzproperty.com](mailto:compliance@assetzproperty.com)

**Web:** [www.assetzproperty.com](http://www.assetzproperty.com)

substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to file online necessary E-forms with the Registrar of Companies, Karnataka and to do all such acts, deeds, things which are necessary to give effect to this resolution.”

**For and on behalf of the Board of Directors of  
APG Premium Homes Private Limited**

**SD/-  
Somasundaram Thiruppathi  
Director  
DIN: 07016259**

**Date: 28.09.2023  
Place: Bengaluru**

**NOTES:**

1. A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. Proxies in the form Annexed hereto must be lodged at the registered office of the Company not later than 48 hours before the commencement of the meeting. The blank proxy form is enclosed. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
2. Pursuant to provisions of Section 105 of the Companies Act 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxy should carry ID proof which shall be produced at the entrance of the venue.
3. Members are requested to please bring duly filled attendance slip at the meeting which is enclosed.
4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. Members seeking any information with regard to the Accounts are requested to address communication to the Company at the registered office at least 48 hours prior to the meeting, so as to enable the management to keep the information ready at the meeting.
6. Shareholders are required to intimate changes in their addresses, if any.
7. Shareholders are requested to register their e-Mail ID with the company to enable the company to send all communication including notice of the meeting electronically.

**ROUTE MAP TO THE VENUE OF THE 8<sup>th</sup> ANNUAL GENERAL MEETING**

**Annual General Meeting:**

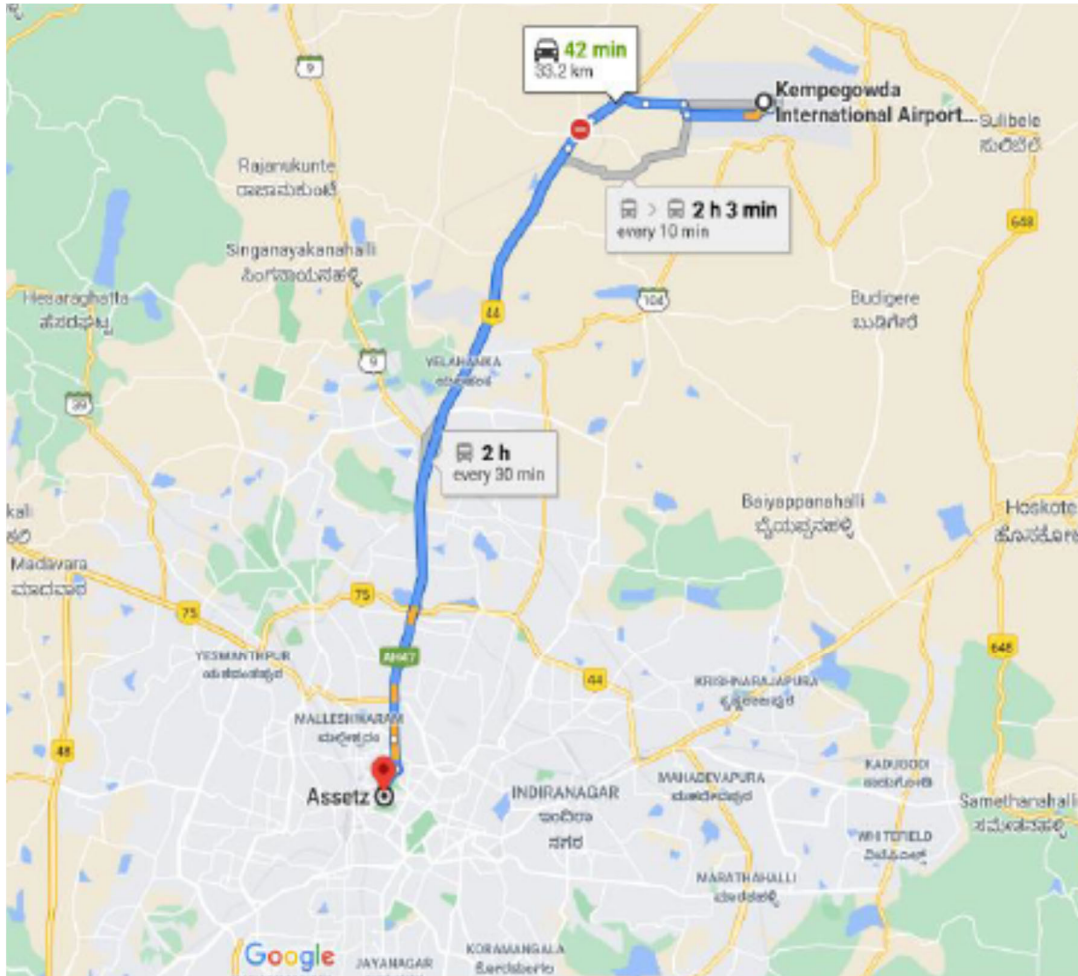
**Date:** Friday, 29<sup>th</sup> day of September 2023

**Time:** 12.30 p.m.

**Venue:**

**APG Premium Homes Private Limited**

**Assetz House, 30 ,Crescent Road, Bengaluru 560001**



CIN: U45205KA2015PTC081534

**Registered Office:** Assetz House, 30, Crescent Road, Bengaluru 56000,

Tel: +91 80 46674000, **Email ID:** [compliance@assetzproperty.com](mailto:compliance@assetzproperty.com)

**Web:** [www.assetzproperty.com](http://www.assetzproperty.com)

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The explanatory statement as required by section 102 of the Companies Act, 2013, setting out all material facts relating to Special Businesses mentioned in the accompanying Notice for convening the Eighth Annual General Meeting of the Members of the Company, is as under:

### Item No 2: To consider and adopt new set of Articles of Association of the Company

Pursuant to the amendment in Regulation 23 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulations") by insertion of sub-regulation (6), if an issuer is a company whose debt securities are listed as on the effective date of the aforesaid amendment i.e. February 2, 2023, it shall ensure that its Articles of Association ("AOA") require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (iii) default in redemption of debentures.

Further, SEBI has mandated the companies with existing debt, to amend its AOA to comply with the aforesaid provision, on or before September 30, 2023.

In view of the above, the Articles of Association of the Company needs to be amended to comply with the aforesaid provisions.

In the above said reasons, subject to approval of the members of the Company, the Board of Directors at their meeting held on 28.09.2023, approved to insert following clause in the articles of Association of the Company:

#### **"RIGHT OF DEBENTURE TRUSTEE TO APPOINT A NOMINEE DIRECTOR**

*The Debenture Holder(s) and the Debenture Trustee shall have the right to appoint a nominee director as a director on its Board of Directors at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee as per the SEBI (Debenture Trustee) Regulations, 1993 on the Board of the Issuer Company ("Nominee Director") in the event of:*

- (a) Two consecutive defaults in payment of interest to the Debenture Holder(s); or (b) default in Redemption of Debentures.*

Furthermore, although the existing articles of association of the company was adopted under the Companies Act 2013, the clauses are not in the prescribed format given under Table F of First Schedule in the Companies Act, 2013. In order to insert the clause in the articles of association relating the right of debenture trustee to appoint a nominee director and alignment of the clauses of existing articles of association of the company with the prescribed format given under Table F of First Schedule in the Companies Act is required to be done by way of adoption of new set of articles of association.

Accordingly, it is expedient to adopt a new set of Article of Association in place of the existing Articles. In terms of Section 5 and 14 of the Companies Act, 2013, the consent of the Shareholders is required by way of a Special Resolution for amending the Article of Association.

Hence the Board recommends the above resolution to the shareholders for their approval as Special Resolutions.

None of the directors, key managerial personnel or their relatives are in any way, concerned or interested in the said resolution financially or otherwise.

**For and on behalf of the Board of Directors of  
APG Premium Homes Private Limited**

**SD/-  
Somasundaram Thiruppathi  
Director  
DIN: 07016259**

**Date: 28.09.2023  
Place: Bengaluru**

Form 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:** U45205KA2015PTC081534

**Name of the Company:** APG PREMIUM HOMES PRIVATE LIMITED

**Registered office:** Assetz House, 30, Crescent Road, Bangalore 560001

Name of the member (s):  
Registered address:  
E-mail Id:  
Folio No/ Client Id:  
DP ID:

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint.

1. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him

2. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him

3. Name: .....  
Address:  
E-mail Id:  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 8<sup>th</sup> Annual general meeting to be held on *Friday, 29<sup>th</sup> day of September 2023 at 12.30 p.m.* at the Registered office of the company situated at Assetz House, 30, Crescent Road, Bangalore 560001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.-  
Signed this..... day of..... 2023

Signature of shareholder

Signature of Proxy holder(s)

**Affix  
Revenue  
stamp**

*Note: 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.*

**Attendance Slip**  
**8<sup>th</sup> Annual General Meeting**

DP.ID		Name & address of the shareholders
Client ID/Regd. Folio. No		
No. of Shares held		

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 8<sup>th</sup> Annual General Meeting of the Company held on ***Friday, 29<sup>th</sup> day of September 2023 at 12.30 p.m.*** at the registered office of the company situated at 'Assetz House', 30, Crescent Road, Bengaluru 560001.

.....  
Name of the member/proxy  
(In block letters)

.....  
Signature of the member/proxy

Note: Please complete this and hand it over at the entrance of the meeting hall.