

**NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty-Ninth (29<sup>th</sup>) Annual General Meeting (“AGM”) of the members of Arunis Abode Limited will be held on Tuesday, 26<sup>th</sup> September 2023 at 4:30 P.M. through Video Conferencing (“VC”) Other Audio-Visual Means (“OAVM”) without the physical presence of members at a common venue to transact the businesses mentioned below:

**ORDINARY BUSINESS:**

1. **To receive, consider and adopt (a) the Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023 together with the reports of the Board of Directors and Auditors thereon; and (b) the Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023 together with the report of Auditors’ thereon and in this regard, if thought fit, pass the following resolution as an Ordinary Resolutions:**

(a) “RESOLVED THAT the Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023 together with the reports of the Board of Directors’ and Auditors’ thereon be and are hereby received, considered and adopted.”

(b) “RESOLVED THAT the Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023 together with the report of Auditors’ thereon be and are hereby received, considered and adopted.”

2. **To appoint a director in place of Mrs. Dhara D. Desai (DIN: 02926512) who retires by rotation and being eligible, offers herself for re-appointment as Director and in this regard, if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Dhara D. Desai (DIN: 02926512), Director of the Company, who retires by rotation at this meeting, being eligible has offered herself for re-appointment, be and is hereby re-appointed as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotations.”

**SPECIAL BUSINESS:**

3. **To approve the increase in the limit of managerial remuneration payable to Mrs. Dhara D. Desai (DIN: 02926512) Managing Director and in this regard, if thought fit, to pass the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to increase the remuneration payable to Mrs. Dhara D. Desai (DIN: 02926512) Managing Director of the Company, up to Rs.5,00,000/- (Rupees Five Lakh Only) whether paid as salary, allowances, perquisites, or bonus or a combination thereof and on the terms and conditions as per the Explanatory Statement attached to this Notice, with liberty to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include the Committee of the Board of Directors) to add, alter and vary the terms and conditions of the said remuneration within the maximum ceiling in accordance with the provisions of the Act and as may be agreed to between the Board of Directors and Mrs. Dhara D. Desai (DIN: 02926512) Managing Director of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mrs. Dhara D. Desai as Managing Director, the remuneration as approved by this resolution shall be payable as minimum remuneration to her as per the provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized with liberty to alter or vary the terms and conditions of the said remuneration, so long as it does not exceed the amount up to Rs.5,00,000/- (Rupees Five Lakh Only) and also to do all such acts, deeds, matters, and things as may be considered necessary, desirable or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do all such acts, deeds, matters, and things and to execute any agreements, documents, instruments, and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said remuneration as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or officer(s) of the Company to give effect to this resolution.

**For Arunis Abode Limited**

**Garima Mandhania**

Company Secretary and Compliance Officer

Membership No.: A62347

Place: Mumbai

Date: 11-08-2023

**Notes:**

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Statement pursuant to Section 102 of the Act, 2013 in respect of Special Business is annexed hereto and forms part of this notice. All relevant documents referred to in the Explanatory Statement shall be open for inspection at the Registered Office/Corporate of the Company on all working days between 11.00 Hours IST to 17.00 Hours IST except Saturdays, Sundays, and public holidays up to the last date of this AGM.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. Participation of members through VC/OAVM will be reckoned for the purpose of a quorum for the AGM as per Section 103 of the Act.
5. The register of directors and key managerial personnel (KMP) 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 electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [corporate@arunis.co](mailto:corporate@arunis.co).
6. In accordance with the Secretarial Standard -2 on the General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company. Keeping in view the members are requested to attend the AGM from their respective locations through VC/OAVM.
7. Details of Directors retiring by rotation / seeking re-appointment at this Meeting are provided in the “Annexure” to the Notice.
8. Members seeking any information with regard to the accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
9. Members may please note that the SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue the securities in dematerialized form only while processing the service requests viz. issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition received from the shareholder/claimant. The relevant forms can be obtained from the Company or RTA. Accordingly, members are requested to make service requests by submitting duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant. Upon receipt of service request(s) from shareholder/claimant, the RTA of the Company shall verify and process the said request, and after removing objections, if any, intimate the shareholder/claimant about its execution/issuance of new certificate, as may be applicable. The RTA shall retain the physical Share Certificate with

them and shall issue 'Letter of Confirmation' to the shareholder/claimant in lieu of physical share certificate(s). The shareholder/claimant shall lodge a request for dematerialization of shares along with the original Letter of Confirmation received from RTA within 120 days (One Hundred and Twenty days) of issue of the Letter of Confirmation to his Depository Participant (DP). In case the shareholder/claimant fails to submit the demat request within the aforesaid period, the Company shall credit shares to Suspense Escrow Demat Account of the Company opened for the said purpose.

10. The SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN details to their respective Depository Participants with whom they are maintaining their demat account(s). Further, the SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 31<sup>st</sup> May 2023, and linking PAN with Aadhaar by 31<sup>st</sup> May 2023 vide its circulars SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our RTA will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31<sup>st</sup> December 2025, the RTA / Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.
11. As per the provisions of Section 72 of the Act and the aforesaid Circulars, the facility for making nominations is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the Company's website which are available under Investor awareness section. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
12. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing the facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as an e-voting system on the date of the AGM will be provided by CDSL.
13. Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 20<sup>th</sup> September 2023 to Tuesday, 26<sup>th</sup> September 2023 (both days inclusive) for the purpose of the ensuing 29<sup>th</sup> AGM.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular, notice of the 29<sup>th</sup> AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose email address are registered with the Company / RTA / Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website viz., [www.arunis.co](http://www.arunis.co), website of the Stock Exchange viz., [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
15. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 19<sup>th</sup> September 2023 ("Cut-off Date"), shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
16. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. may obtain the User ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). However, if the member is already registered with the CDSL for remote e-voting

then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on [www.evotingindia.com](http://www.evotingindia.com).

17. The Members can join the AGM through the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
18. Institutional/Corporate members (i.e., other than individuals, HUF, NRI, etc.) are requested to send scanned copies (PDF/JPG format) of their Board Resolutions, passed pursuant to Section 113 of the Act, authorizing their representatives to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or e-voting during the AGM. The said resolutions shall be sent to the designated e-mail address of the Company i.e. [corporate@arunis.co](mailto:corporate@arunis.co) and to CDSL i.e. [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
19. The remote e-voting will commence on Saturday, 23<sup>rd</sup> September 2023 at 9.00 a.m. and will end on Monday, 25<sup>th</sup> September 2023 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-off may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
20. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
21. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
22. The Board of Directors of the Company has appointed CS Bhavesh Chheda, Proprietor of M/s. Bhavesh Chheda & Associates, Practicing Company Secretary having membership no. A-48035 and Certificate of Practice No. 24147, as Scrutinizer to scrutinize the e-voting process i.e., through remote e-voting and e-voting during the 29<sup>th</sup> AGM in a fair and transparent manner. The Scrutinizer shall, within 2 (two) working days of the conclusion of the AGM, prepare a Scrutinizers’ Report of the total votes cast in favour or against, if any, and forthwith to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.
23. The results along with the Scrutinizer's Report shall be placed on the website of the Company viz., [www.arunis.co](http://www.arunis.co) and on the website of the CDSL viz., [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of the results by the Chairman or a person authorized by him in writing. The Company shall simultaneously communicate the said results to BSE Ltd., where the shares of the Company are listed.

**PROCEDURE / INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM AND JOINING THE MEETING THROUGH VC / OAVM ARE AS UNDER:**

Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register

again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

In terms of SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access the e-Voting facility.

Pursuant to the abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for individual shareholders holding securities in Demat mode is given below: <b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at</li> </ol>



	<p><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) Login method for e-voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  2. Click on “Shareholders” module.
  3. Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	<ul style="list-style-type: none"> <li>• Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for ARUNIS ABODE LIMITED on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and



click on Forgot Password and enter the details as prompted by the system.

(xii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [corporate@arunis.co](mailto:corporate@arunis.co), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

(xiii) There is also an optional provision to upload BR / POA if any uploaded, which will be made available to scrutinizer for verification.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM AND E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 2 (two) days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at [corporate@arunis.co](mailto:corporate@arunis.co). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at [corporate@arunis.co](mailto:corporate@arunis.co). These queries will be replied to by the company suitably by e-mail.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES**

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to the Company i.e. [corporate@arunis.co](mailto:corporate@arunis.co) or to RTAs' email id [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013, or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3:**

Mrs. Dhara D. Desai (DIN: 02926512), Managing Director of the Company looks after the day-to-day business affairs of the Company and is associated with the Company since 16<sup>th</sup> May 2020. She was appointed as Managing Director of the Company for a term of Five (5) years with effect from 11<sup>th</sup> November 2020. Further, her remuneration was fixed at Rs. 1,00,000/- per month w.e.f. 1<sup>st</sup> July 2021.

As recommended by Nomination and Remuneration Committee and approved by the Audit Committee of the Company, the Board of Directors of the Company at its meeting held on 11<sup>th</sup> August 2023 approved the revision in remuneration payable to Mrs. Dhara D. Desai w.e.f. 1<sup>st</sup> October 2023 for the remaining period of her tenure i.e. up to 10<sup>th</sup> November 2025 at the salary as set out in the resolution at item no. 3 of the notice, subject to the approval of the members of the Company at their general meeting.

The Board recommends passing of the Special Resolution as set out in item no.3 of the Notice for approval of the members.

Mrs. Dhara D. Desai and Mr. Chirag J. Shah are interested in the resolution set out in Item No. 3 of the Notice with regard to her remuneration. Her Relatives may be deemed to be interested in the resolution to the extent of their Shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The details as required under clause (iv) to the second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 are given below:

<b>I General Information</b>							
1	Nature of industry.	The Company is engaged in the field of real estate business.					
2	Date or expected date of commencement of commercial production.	The Company is in existence and is in operation since 1994.					
3	In the case of new companies, the expected date of commencement of activities as per the project approved by the financial institutions appearing in the prospectus.	Not Applicable.					
4	Financial performance based on given indicators (financial year ended 31-03-2023.	<b>Particulars</b>	<b>Standalone</b>		<b>Consolidated</b>		
			<b>(Rs. In 000)</b>		<b>(Rs. In 000)</b>		
			<b>For the financial year ended 31-03-2023</b>	<b>For the financial year ended 31-03-2022</b>	<b>For the financial year ended 31-03-2023</b>	<b>For the financial year ended 31-03-2022</b>	
		Revenue from Operations	34,420.26	15,373.70	34,420.26	15,373.70	
		Other Income	2,516.14	2,666.43	2,577.07	2,708.71	
		Total Income	36,936.40	18,040.13	36,997.33	18,082.41	
		Profit before Interest, Depreciation and taxes	<b>5,274.01</b>	<b>2,841.24</b>	<b>5,256.33</b>	<b>2,745.67</b>	
		Profit/ (Loss) before tax	3,876.92	2,427.62	3,859.24	2,332.04	
		Profit/ (Loss) after tax	<b>1,790.28</b>	<b>1,808.15</b>	<b>1722.64</b>	<b>1,712.56</b>	
	Basic & Diluted EPS	0.60	0.60	0.57	0.57		
5	Foreign investments or collaborators, if any	Nil					
<b>II Information about the appointee</b>							
1	Background details	Mrs. Dhara D. Desai aged 43 years completed her Bachelor of Science from the University of Mumbai. She has 13 years of experience in Strategic Leadership offering Strategic advisory to top Management teams of educational Institutions and the Real Estate Industry with respect to business expansions, risk policies and procedures, development and fund sourcing, capital restructuring, and trading in the field of textile materials.					
2	Past Remuneration	Rs. 1,00,000/- per month.					
3	Recognition or awards	Nil					

	4	Job profile and her suitability	Mrs. Dhara D. Desai would be responsible for the day-to-day affairs of the Company. Considering her qualification and experience for the growth of the Company as well as the capacity to manage the emerging challenges in the times to come, the appointment of Mrs. Dhara D. Desai as Managing Director would be beneficial to the Company.
	5	Remuneration proposed	Up to Rs. 5,00,000/- per month as Specified in Resolution No. 3 of the Notice.
	6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position, and person	Considering her experience, the revision in terms of the remuneration payable to Mrs. Dhara D. Desai is considered fair, just, and reasonable and is at par with the standards of the industry in which the Company operates.
	7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any	Mrs. Dhara D. Desai has no other pecuniary relationship with the Company, directly or indirectly, or with managerial personnel, except that she is the wife of Mr. Denis B. Desai, Promoter and sister of Mr. Chirag J. Shah, Additional Director of the Company.
<b>III Other Information</b>			
	1	Reasons of loss or inadequate profits	The Company had a low level of business activities during the financial year 2022-23, and due to that it could not have adequate profits.
	2	Steps taken or proposed to be taken for improvement	The Company has entered into its new line of business with related to real estate activities and it expects growth in near future.
	3	Expected increase in productivity and profits in measurable terms	The Company hopes to increase in revenue and profits by improved margins in the future in real estate activities, however, it cannot be quantified at this point of time, owing to uncertainties in the market due to the current COVID-19 pandemic situation.
<b>IV Disclosures</b>			
	1	All elements of the remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	Remuneration payable to Mrs. Dhara D. Desai (DIN: 02926512), Managing Director of the Company, up to Rs.5,00,000/- (Rupees Five Lakh Only) whether paid as salary, allowances, perquisites, or bonus or a combination thereof.
	2	Details of fixed component and performance-linked incentives along with the performance criteria	
	3	service contracts, notice period, severance fees	Three (3) months' notice period, no severance fees payable.
	4	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Not Applicable

**INFORMATION OF DIRECTOR PROPOSED TO BE RE-APPOINTED AS PER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) IS GIVEN BELOW:**

Name of the Director	Mrs. Dhara D. Desai
Date of Birth	11th March, 1980
Age	43 Years
Qualifications	Bachelor of Science from University of Mumbai
Experience (including nature of expertise in specific functional areas / Brief Resume)	She has over 13 years of experience in strategic leadership offering Strategic advisory to top Management teams of educational Institution and Real Estate Industry with respect to business expansion, risk policies and procedure, development and fund sourcing, capital restructuring, trading in the field of textile materials.
Terms and conditions of re-appointment	She shall be liable to retire by rotation
Details of remuneration sought to be paid	Up to Rs.5,00,000/- per month as Specified in Resolution No.3 of the Notice.
Remuneration last drawn	Rs. 1,00,000/- per month
Date of first appointment on the Board	16th May, 2020
Shareholding in the Company as on 31st March, 2023	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	She is wife of Mr. Denis B. Desai, (Promoter) and sister of Mr. Chirag J. Shah, Director of the Company
Number of meetings of the Board attended during the financial year 2022-23	9
Directorships held in other companies	Arudha Traders Private Limited; Kenil Financial and Consultancy Services Private Limited; Arunis Realties Private Limited; Arunis Edifice Private Limited; Arunis Financial And Management Consultant Private Limited; Nirmala Alumni Association
Membership/ Chairmanship of Committees of other listed entities	NIL
Names of listed entities from which the appointee has resigned in the past three years	NIL