

NOTICE OF POSTAL BALLOT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the resolution set out in this notice is proposed to be passed by the members of **Arunis Abode Limited** (“the Company”) by means of Postal Ballot process through remote e-voting only, to be conducted in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for, *inter-alia*, conducting postal ballot process through remote e-voting vide General Circulars No. 11/2022 dated 28th December, 2022 read with 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 03/2022 dated 5th May, 2022 (“MCA Circulars”) and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India.

The explanatory statement pursuant to the provisions of Section 102 of the Act setting out the material facts and reasons thereof relating to the proposed resolution is enclosed hereto for your consideration.

In compliance with the requirements of the MCA Circulars and provisions of Section 110 of the Act and the Rules made thereunder, the Notice of Postal Ballot (“Notice”) along with Explanatory Statement and remote e-voting instructions are being sent through electronic mode only to all those members who have registered their e-mail addresses with the Company / Registrar and Share Transfer Agent (“RTA”) / Depositories / Depository Participants and whose names appear in the Register of Members of the Company or in the List of Beneficial Owners provided by the Depositories as on Friday, 20th January, 2023.

As permitted under the MCA Circulars, physical copies of this Notice, Postal Ballot Forms and pre-paid business envelopes will not be sent to the members for this Postal Ballot process and members are required to communicate their assent or dissent through the remote e-voting system only provided by Central Depository Services (India) Limited.

The Board of Directors has appointed CS Manish Baldeva (FCS 6180), Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane, as Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner.

PROPOSED RESOLUTION:

SPECIAL BUSINESS:

ITEM NO. 1: AUTHORITY TO ADVANCE LOAN, GIVE GUARANTEE OR PROVIDE SECURITY FOR CREDIT FACILITIES TAKEN / TO BE TAKEN BY ARUNIS EDIFICE PRIVATE LIMITED

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 185, 186 and other applicable provisions of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to advance loan or give guarantee or both or provide security in connection with any credit facility taken or to be taken by Arunis Edifice Private Limited, an associate company, from any bank(s) / financial institution(s) / any other person(s) or body(ies) corporate and to create charge on any asset(s), whether tangible, intangible or otherwise, both present and future, of the Company in favour of such lender(s) upto an amount not exceeding Rs. 50.00 Crore (Rupees Fifty Crore only) in one or more tranches, from time to time.

RESOLVED FURTHER THAT such loan or guarantee or security shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide, modify, negotiate, finalize the terms and conditions applicable for the aforesaid loan / guarantee / security and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, expedient or incidental including signing and / or execution of any deeds / documents / undertakings / agreements / papers / writings, etc. to give effect to this resolution.”

**By Order of the Board of Directors
of Arunis Abode Limited**

Hirak Patel

**Company Secretary and Compliance Officer
Membership No. A50810**

Place: Mumbai

Date: 19th January, 2023

Registered Office:

Desai House, Survey No. 2523,
Coastal Highway, Umersadi, Killa Pardi,
District Valsad – 396125, Gujarat, India.

Notes:

1. The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 stating all material facts and reasons for the proposed resolution is annexed herewith.
2. In accordance with the guidelines prescribed by the Ministry of Corporate Affairs for, *inter-alia*, conducting postal ballot process through e-voting vide General Circulars No. 11/2022 dated 28th December, 2022 read with 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 03/2022 dated 5th May, 2022 (“MCA Circulars”), this Notice of Postal Ballot (“Notice”) along with Explanatory Statement is being sent to the members, whose names appear on the Register of Members / List of Beneficial Owners as received from Link Intime India Private Limited (“RTA”), National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the cut-off date i.e. Friday, 20th January, 2023, through electronic mode only.
3. In terms of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and MCA Circulars, the members are provided with the facility to cast their vote electronically through remote e-voting facility provided by the CDSL. The instructions for remote e-voting are provided in this Notice.
4. Remote e-voting period shall commence on Saturday, 28th January, 2023 at 9:00 A.M. (IST) and end on Sunday, 26th February, 2023 at 5:00 P.M. (IST) (both days inclusive). The remote e-voting module shall be disabled by the CDSL for voting thereafter. The members are requested to read the instructions carefully while according their assent or dissent through remote e-voting.
5. Voting rights of the members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, 20th January, 2023 (“Cut-off date”). A person, whose name is recorded in the Register of Members / List of Beneficial Owners as on the Cut-off date shall only be entitled to cast their vote through remote e-voting.
6. Resolution passed by the members through this Postal Ballot process shall be deemed to be passed as if this has been passed at a General Meeting of the members.
7. A member cannot exercise his / her vote by proxy in the postal ballot process.
8. The Scrutinizer shall, within two working days of the conclusion of the remote e-voting period, make Scrutinizer’s Report on the votes cast in favour or against, if any, and forthwith to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the remote e-voting. The result declared along with Scrutinizer’s Report shall be placed on the website of the Company viz. www.arunis.co and on the website of the CDSL viz. www.evotingindia.com immediately after the declaration of result. The result shall simultaneously be communicated to the BSE Ltd., where shares of the Company are listed.

9. The resolution, if approved by the requisite majority, shall be deemed to have been passed on Sunday, 26th February, 2023, being the last date of remote e-voting period.

THE PROCEDURE / INSTRUCTIONS FOR REMOTE E-VOTING:

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

- (i) In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provided by the 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 e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting for individual shareholders holding securities in demat mode CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL depository	<ol style="list-style-type: none">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 users to login to Easi / Easiest are requested to visit CDSL website viz. www.cdslindia.com and click on login icon and New System Myeasi Tab.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 the 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. Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.3) If the user is not registered for Easi / Easiest, option to register is available at the CDSL website viz. www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and 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.

<p>Individual Shareholders holding securities in demat mode with NSDL depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact 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.

(ii) Login method for remote e-voting 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.
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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company / Depository Participants are requested to use the sequence number sent by the Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (vi) Click on the EVSN for the relevant “**ARUNIS ABODE LIMITED**” on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) 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.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 and on approval of the accounts they would be able to cast their vote.
- It is mandatory that, 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., manish@csmanishb.in and corporate@arunis.co, and if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. **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 email to the Company's email id at corporate@arunis.co or to RTAs' email id at rnt.helpdesk@linkintime.co.in
2. **For Demat shareholders** - Please update your email id and mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat shareholders** – Please update your email id and mobile no. with your respective Depository Participant which is mandatory while e-voting and joining virtual meetings through Depository.

If you have any queries or issues regarding remote e-voting process from the CDSL e-voting System, you can write an email to 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

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

ITEM NO. 1:

Arunis Edifice Private Limited (“AEPL”) is an associate company of the Company. The AEPL is engaged in the business of development / redevelopment of buildings / societies in Mumbai and Mumbai sub-urban areas. The AEPL, to meet its working capital requirements, may approach various bank(s) / financial institution(s) / other person(s) or body(ies) corporate for loans and other credit facilities from time to time. Further, such lenders may require guarantee / surety to secure repayment of credit facilities to be extended by them. Being promoter, your Company may also require extending its helping hands to the AEPL by advancing loan or giving corporate guarantee or security to secure repayment of any loan taken by the AEPL from time to time.

As per the provisions of Section 185 of the Companies Act, 2013 (“the Act”), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the Company in general meeting; and (b) the loans are utilized by the borrowing company for its principal business activities.

Mrs. Dhara Desai, Managing Director of the Company is director of AEPL also. The AEPL has confirmed that it will utilize the loan or guarantee or security given by the Company for the purpose of its principal business activities only. Accordingly, as required under Section 185 of the Act, approval of the members of the Company is sought by means of this Postal Ballot process for advancing loan or giving guarantee or providing security to AEPL for an amount not exceeding Rs. 50.00 Crore, in one or more tranches, from time to time.

The Board of Directors of the Company recommends Special Resolution as set out at item No. 1 of the Notice of Postal Ballot for your approval.

Except Mrs. Dhara D. Desai, Managing Director of the Company and her relatives, none of the other directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the said resolution.

**By Order of the Board of Directors
of Arunis Abode Limited**

**Place: Mumbai
Date: 19th January, 2023**

**Hirak Patel
Company Secretary and Compliance Officer
Membership No. A50810**

Registered Office:
Desai House, Survey No. 2523,
Coastal Highway, Umersadi, Killa Pardi,
District Valsad – 396125, Gujarat, India.