

POSTAL BALLOT NOTICE

| VOTING STARTS ON | VOTING ENDS ON |
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| Wednesday, 14 May, 2025 at 9:00 a.m. (IST) | Thursday, 12 June, 2025 at 5:00 p.m. (IST) |

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the MCA for holding general meetings/ conducting postal ballot process through e-voting vide General Circular No. 09/2024 dated September 19, 2024 read with other relevant circulars issued in this regard ('MCA Circular'), to transact the Special Business as set out hereunder by passing Special/ Ordinary Resolutions by way of postal ballot only, by voting through electronic means ('remote e-voting').

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circular, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with ARUNIS ABODE LIMITED ('the Company')/ MUFG Intime India Private Limited (formally known as Link Intime India Private Limited), the Company's Registrars and Transfer Agent ('RTA') / National Securities Depository Limited ('NSDL') and/or Central Depository Services (India) Limited ('CDSL'), (NSDL and CDSL collectively 'Depositories'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circular and SS-2, the Company has engaged the services of MUFG Intime India Private Limited for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.arunis.co.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Thursday, 12 June, 2025. The remote e-voting facility will be disabled by MUFG Intime India Private Limited immediately thereafter.

Special Business:

1. **REGULARISATION OF APPOINTMENT OF MR. DHARMENDRABHAI BECHARBHAI JASANI (DIN: 10495406), AS A WHOLE TIME DIRECTOR DESIGNATED AS CHAIRMAN OF THE BOARD FOR A TERM OF THREE YEARS AND TO FIX HIS REMUNERATION**

To consider, and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the recommendation of Nomination & Remuneration Committee and of the Board of Directors of the Company in the meeting of Board of Directors held on 30th April, 2025 and 2nd May, 2025 and in accordance with the provision of Section 152,188 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 {including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Regulation 17 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended Mr. Dharmendrabhai Becharbhai Jasani (DIN: 10495406) who was appointed as an additional Director (Whole Time Director) - designated as Chairman of the Board of the Company with effect from 30th April, 2025 for a term of 3 years w.e.f. 30th April, 2025 to 29th April, 2028, in terms of Section 161 (1) of the Companies Act, 2013 and Article of Association of the Company, subject to the approval of the members and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Executive Director (under the category of Whole Time Director and Chairman in the promoter category of the Company whose office is liable to retire by rotation, at a Remuneration mutually decided by Board of Directors including perquisites/ Benefits (hereinafter referred to as remuneration") on the terms and conditions which are set out in Explanatory Statement annexed to the notice with liberty to the Board of Directors (hereinafter referred to as the Board" which term shall deemed to include any Committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of the said remuneration.”

“RESOLVED FURTHER THAT approval of members be and is hereby accorded for payment of remuneration to Mr. Dharmendrabhai Becharbhai Jasani upto Rs. 12 Lacs p.a. for a period of 3 years w.e.f 1st May, 2025 and Mr. Dharmendrabhai Becharbhai Jasani (DIN: 10495406) shall be entitled to reimbursement of all expenses incurred for the purpose of the business of the Company and shall not be entitled to any sitting fees for attending meeting of the Board of Directors and Committee (s) thereof.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Mr. Dharmendrabhai Becharbhai Jasani (DIN: 10495406), the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the him the above remuneration as the minimum remuneration by way of salary, Perquisites and Other terms & Conditions as specified above.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or Director's to give effect to the aforesaid resolutions.

“RESOLVED FURTHER THAT directors and KMP's are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and

things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

2. REGULARISATION OF APPOINTMENT OF MR. AYUSH DHARMENDRABHAI JASANI (DIN: 09842741), AS A WHOLE TIME DIRECTOR DESIGNATED AS VICE CHAIRMAN OF THE BOARD FOR A TERM OF THREE YEARS AND TO FIX HIS REMUNERATION

To consider, and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**

“**RESOLVED THAT** pursuant to the recommendation of Nomination & Remuneration Committee and of the Board of Directors of the Company in the meeting of Board of Directors held on 30th April, 2025 and 2nd May, 2025 and in accordance with the provision of Section 152,188 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 {including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Regulation 17 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended Mr. Ayush Dharmendrabhai Jasani (DIN: 09842741) who was appointed as an additional Director (Whole Time Director) - designated as Vice Chairman of the Board of the Company with effect from 30th April, 2025 for a term of 3 years w.e.f. 30th April, 2025 to 29th April, 2028, in terms of Section 161 (1) of the Companies Act, 2013 and Article of Association of the Company, subject to the approval of the members and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Executive Director (under the category of Whole Time Director and Vice Chairman in the promoter category of the Company whose office is liable to retire by rotation, at a Remuneration mutually decided by Board of Directors including perquisites/ Benefits (hereinafter referred to as remuneration") on the terms and conditions which are set out in Explanatory Statement annexed to the notice with liberty to the Board of Directors (hereinafter referred to as the Board" which term shall deemed to include any Committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of the said remuneration.”

“**RESOLVED FURTHER THAT** approval of members be and is hereby accorded for payment of remuneration to Mr. Ayush Dharmendrabhai Jasani upto Rs. 12 Lacs p.a. for a period of 3 years w.e.f 1st May, 2025 and Mr. Ayush Dharmendrabhai Jasani (DIN: 09842741) shall be entitled to reimbursement of all expenses incurred for the purpose of the business of the Company and shall not be entitled to any sitting fees for attending meeting of the Board of Directors and Committee (s) thereof.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Mr. Ayush Dharmendrabhai Jasani (DIN: 09842741), the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the him the above remuneration as the minimum remuneration by way of salary, Perquisites and Other terms & Conditions as specified above.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or Director's to give effect to the aforesaid resolutions.

“**RESOLVED FURTHER THAT** directors and KMP's are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to

the aforesaid resolution.”

3. REGULARISATION OF APPOINTMENT OF MR. YAGNIK TANK (DIN: 10835016), AS A MANAGING DIRECTOR OF THE BOARD FOR A TERM OF THREE YEARS AND TO FIX HIS REMUNERATION

To consider, and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**

“**RESOLVED THAT** pursuant to the recommendation of Nomination & Remuneration Committee and of the Board of Directors of the Company in the meeting of Board of Directors held on 7th February, 2025 and in accordance with the provision of Section 152,188 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Regulation 17 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended Mr. Yagnik Tank (DIN: 10835016) who was appointed as a Managing Director of the Company with effect from 7th February, 2025 for a term of 3 years w.e.f. 7th February, 2025 to 6th February, 2028, in terms of Section 161 (1) of the Companies Act, 2013 and Article of Association of the Company, subject to the approval of the members and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Executive Director (under the category of Managing Director in the promoter category of the Company whose office is liable to retire by rotation, at a Remuneration mutually decided by Board of Directors including perquisites/ Benefits (hereinafter referred to as remuneration”) on the terms and conditions which are set out in Explanatory Statement annexed to the notice with liberty to the Board of Directors (hereinafter referred to as the Board” which term shall deemed to include any Committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of the said remuneration.”

“**RESOLVED FURTHER THAT** approval of members be and is hereby accorded for payment of remuneration to Mr. Yagnik Tank upto Rs. 12 Lacs p.a. for a period of 3 years w.e.f 1st May, 2025 and Mr. Yagnik Tank (DIN: 10835016) shall be entitled to reimbursement of all expenses incurred for the purpose of the business of the Company and shall not be entitled to any sitting fees for attending meeting of the Board of Directors and Committee (s) thereof.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Mr. Yagnik Tank (DIN: 10835016), the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the him the above remuneration as the minimum remuneration by way of salary, Perquisites and Other terms & Conditions as specified above.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or Director's to give effect to the aforesaid resolutions.

“**RESOLVED FURTHER THAT** directors and KMP's are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

4. REGULARISATION OF APPOINTMENT OF MS. SEJALBEN SUBHASHKUMAR DONGA (DIN: 10922698) NON-EXECUTIVE/WOMAN INDEPENDENT DIRECTOR OF THE COMPANY FOR A FIRST TERM OF FIVE YEARS

To consider, and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) read with Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or reenactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25 and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulation”), as amended from time to time and the Articles of Association of the Company, **Ms. Sejalben Subhashkumar Donga (DIN: 10922698)**, who was appointed pursuant to Section 161 of the Act as an Additional Non- Executive Woman Independent Director on w.e.f. **30th April, 2025** by the Board on recommendation of Nomination and Remuneration Committee, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for appointment, be and is hereby appointed as the **“Non-Executive Woman Independent Director”** of the Company to hold office for a first term of 5 (five) consecutive years commencing from **30th April, 2025 to 29th April, 2030 (both days inclusive)**, and that she shall not be liable to retire by rotation and that she shall be paid sitting fees as approved by the Board and reimbursement of expenses (if any) as may be permissible under the law from time to time.”

“RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms/documents with the Ministry of Corporate Affairs and Stock Exchange and/or other authorities as may be required to give effect to this resolution.”

5. REGULARISATION OF APPOINTMENT OF MR. SANAM KASHINATH UMBARGIKAR (DIN: 03394367) NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A FIRST TERM OF FIVE YEARS

To consider, and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) read with Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or reenactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25 and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulation”), as amended from time to time and the Articles of Association of the Company, **Mr. Sanam Kashinath Umbargikar (DIN: 03394367)**, who was appointed pursuant to Section 161 of the Act as an Additional Non- Executive Independent Director on w.e.f. **30th April, 2025** by the Board on recommendation of Nomination and Remuneration Committee, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for appointment, be and is hereby appointed as the **“Non-Executive Independent Director”** of the Company to hold office for a first term of 5 (five) consecutive years commencing from **30th April, 2025 to 29th April, 2030 (both days inclusive)**, and that he shall not be liable to retire by rotation and that he shall be paid sitting fees as approved by the Board and reimbursement of expenses (if any) as may be permissible under the law from time to time.”

“RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms/documents with the Ministry of Corporate Affairs and Stock Exchange and/or other authorities as may be required to give effect to this resolution.”

6. REGULARISATION OF APPOINTMENT OF MR. ANAND BHAGWAN SOMAN (DIN: 03522837) NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A FIRST TERM OF FIVE YEARS

To consider, and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) read with Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or reenactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25 and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulation”), as amended from time to time and the Articles of Association of the Company, **Mr. Anand Bhagwan Soman (DIN: 03522837)**, who was appointed pursuant to Section 161 of the Act as an Additional Non- Executive Independent Director on w.e.f **30th April, 2025** by the Board on recommendation of Nomination and Remuneration Committee, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for appointment, be and is hereby appointed as the **“Non-Executive Independent Director”** of the Company to hold office for a first term of 5 (five) consecutive years commencing from **30th April, 2025 to 29th April, 2030 (both days inclusive)**, and that he shall not be liable to retire by rotation and that he shall be paid sitting fees as approved by the Board and reimbursement of expenses (if any) as may be permissible under the law from time to time.”

“RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms/documents with the Ministry of Corporate Affairs and Stock Exchange and/or other authorities as may be required to give effect to this resolution.”

7. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder and as authorized by the Article of Association (‘AOA’) of the Company & as approved by the Board of Directors in their meeting held on 2nd May, 2025, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 7,50,00,000/- (*Rupees Seven Crore Fifty Lakh only*) divided into to 75,00,000 Equity shares of Rs.10/- each to Rs. 52,00,00,000/- (*Rupees Fifty Two Crore only*) divided into to 5,20,00,000 Equity shares of Rs.10/-each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification (s) or re-enactment(s) thereof), clause (V) (a) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following:

“V(a). The Authorized Share Capital of the Company is Rs. 52,00,00,000/- (Rupees Fifty Two Crore only) divided into to 5,20,00,000 Equity shares of Rs.10/-each).”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the foresaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions.”

8. TO CHANGE OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 13, Section 4 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under and subject to necessary approval of the concerned Registrar of Companies, Ministry of Corporate Affairs and from any other competent Authorities, consent of the shareholders by way of Special Resolution be and is hereby accorded to alter clause 3A of the Memorandum of Association of Company i.e. to the Main Object clause 3 (A) of the Memorandum of Association of the Company be and is hereby altered and amended by adding the following Clauses as follows:

5-To carry on the business of providing earth-moving equipment such as Excavators, Dozers, JCBs, Loaders, Skid Loaders, Industrial Vacuum Cleaners, Road Sweeper Machines, all types of Cranes, and other related machinery on a contract, lease, hire, and rental basis in India or elsewhere. Additionally, to undertake civil works, infrastructure development, construction projects, and labor-related services, including but not limited to manpower supply, site preparation, earthworks, and project management services, and to provide maintenance services for the same.

6-To undertake all necessary activities to promote the lease, hire, and rental of earth-moving machinery, as well as the repair and maintenance of such machinery, including providing related consultancy, support, and technical services.

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid alteration of Clause III of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed sub clause as may be directed by the Registrar of Companies and to modify the same accordingly. “

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms.”

9. TO ACQUIRE 100% SHARES OF PRASAD EARTH MOVERS PRIVATE LIMITED AND MAKING IT WHOLLY OWNED SUBSIDIARY OF THE COMPANY BY AUTHORIZING BOARD FOR MAKING INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES’ ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies act and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to be and is hereby accorded to increase the limit from Rs. 50 crores (Rupees Fifty Crores only) to Rs. 200 crores (Rupees Two Hundred Crores only) to:

- To acquire by way of subscription, purchase or otherwise the securities of any other body corporate
- To give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate
- To give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by anybody corporate.

from time to time in one or more tranches in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 200 Crores (Rupees Two Hundred Crores Only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take any going concern and to invest/ acquire shares of any Board Corporate(s) to make it Associates/ Subsidiaries and invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be provided in the Act, deemed fit and expedient.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution.”

10. MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND PRASAD EARTH MOVERS PRIVATE LIMITED

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

“RESOLVED that pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended, the consent of the Members 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 any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued between / amongst The **ARUNIS ABODE LIMITED** ('the Company') and/or **PRASAD EARTH MOVERS PRIVATE LIMITED (PEMPL)** a proposed wholly owned subsidiary of the Company, related parties of the Company, on such terms and conditions as may be agreed upon between the Company and **PEMPL**, for an aggregate value not exceeding ₹ 50 crore during FY25- 26, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and with **PEMPL**.

RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER that all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

11. MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND KALIND EARTH MOVERS LIMITED

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the related

rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended, the consent of the Members 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 any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued between / amongst The **ARUNIS ABODE LIMITED** ('the Company') and **KALIND EARTH MOVERS LIMITED (KEML)** a proposed wholly owned subsidiary of the Company, related parties of the Company, on such terms and conditions as may be agreed upon between the Company and **KEML**, for an aggregate value not exceeding **₹ 50 crore during FY 25- 26**, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and with **KEML**.

RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER that all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

12. MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND KALIND EARTH MOVERS (PROPRIETOR) FOR ACQUIRE KALIND EARTH MOVERS (PROPRIETARY CONCERN) AS GOING CONCERN

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

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended, the consent of the Members 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 any Committee

constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to acquire KALIND EARTH MOVERS (PROPRIETORYCONCERN) AS GOING CONCERN in pursuant to the provisions of Section 186 of the Companies act and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) for an aggregate value not exceeding **₹ 20 crore during FY 25- 26** subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and with KALIND EARTH MOVERS (PROPRIETORYCONCERN).

RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, to acquire KALIND EARTH MOVERS (PROPRIETORYCONCERN) and file applications and make representations in respect thereof and seek approval from relevant authorities, including governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER that all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

13. TO SHIFT REGISTERED OFFICE OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 12 of the Companies Act, 2013, and any other applicable provisions, if any, the Registered Office of the Company be and is hereby shifted from existing House, Survey No. 2523, Coastal Highway, Umersadi, Valsad, Killa Pardi, Gujarat, India-396125 TO 706, 7th Floor, IBC (International Business center), Dumas Road, Piplod, Surat, Gujarat-395007

"RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorised to file Form No. INC 22 and MGT 14 with the Registrar of Companies, Ahmedabad and to take suitable action for implementation of the above said decision of the Board including filing of relevant eForm(s) with the Registrar of Companies, Ahmedabad, Gujarat under the Ministry of Corporate Affairs."

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed

resolution, is annexed hereto and forms part of this Notice.

2. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking appointment as Non-Executive/Independent Director are also annexed to this Notice.
3. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Private Limited), the Company's Registrar and Transfer Agents (RTA) as on **Friday, 9 May, 2025** ("Cut-off date") and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their email address in accordance with the process outlined in this Notice.
4. In accordance with the provisions of the MCA Circular, Members can **vote only through** the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
5. A copy of this Postal Ballot Notice is also available on the Company's website www.arunis.co the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on website of on the website of MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Private Limited), at <https://instavote.linkintime.co.in>
6. Members who have not registered/updated their email IDs so far are requested to register/update the same with RTA - MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Private Limited).
7. After dispatch of the postal ballot notice through email, advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Gujarati Newspaper, each having wide circulation in the district where the registered office of the Company is situated and will also be uploaded on the Company's website at www.arunis.co
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the **cut-off date i.e. Friday, 9 May, 2025** ("Cut-off date").
9. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
10. Relevant documents referred to in this Postal Ballot Notice will be made available for inspection on the Company's website from the date of commencement of e-voting period i.e. from 9.00 a.m. (IST) on Wednesday, 14 May, 2025 and ends at 5.00 p.m. (IST) on Thursday, 12 June, 2025.
11. The last date specified in this notice for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. In case the shareholders have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.
13. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting

held on 02nd May, 2025, have appointed Ms. Riddhi Shah (ACS 20168: COP 17035) Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

14. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, 14th May, 2025 and ends at 5.00 p.m. (IST) on Thursday, 12th June, 2025. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Saturday, 14th June, 2025. The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed.

15. The results will also be uploaded on the Company's website www.arunis.co and on the website of MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Private Limited), at (<https://instavote.linkintime.co.in>).

16. PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter User ID and Password. Click on "Login"
- After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.

- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
 - a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
 - b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> /
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:

- A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
- B. 'Investor's Name' - Enter Investor's Name as updated with DP.
- C. 'Investor PAN' - Enter your 10-digit PAN.
- D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Votes Entry"** tab under the Menu section.
- c) Enter the **"Event No."** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter **"16-digit Demat Account No."** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select **"View"** icon for **"Company's Name / Event number"**.
- d) E-voting page will appear.
- e) Download sample vote file from **"Download Sample Vote File"** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| 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 call at : 022 - 4886 7000 |
| 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 |

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on:

<https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

| | |
|---|---|
| <p>REGISTERED OFFICE: House, Survey No. 2523, Coastal Highway, Umersadi, Valsad, Killa Pardi, Gujarat, India-396125</p> | <p>BY ORDER OF THE BOARD FOR ARUNIS ABODE LIMITED</p> <p>SD/- YAGNIK BHARATKUMAR TANK MANAGING DIRECTOR DIN: 10835016 PLACE: Gujarat DATE: 09/05/2025</p> |
|---|---|

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (the 'Act')

The following statement sets out all the material facts relating the Resolution Nos. 1 to 13 to be passed as mentioned in the accompanying Notice:

Item No. 1

Mr. Dharmendrabhai Becharbhai Jasani (DIN: 10495406), was appointed as an Additional Whole-time Director (Chairman) (Non-Independent) Director of the Company of the Company with

effect from 30th April, 2025 to hold office until the approval of Shareholders pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations

Mr. Dharmendrabhai Becharbhai Jasani (DIN: 10495406) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Remuneration Payable to Mr. Dharmendrabhai Becharbhai Jasani has already been approved by the Nomination & Remuneration Committee in its meeting held on 2nd May, 2025 & subsequently by the Board of Directors in its Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration of as decided by the board of director to be paid by the Company to Mr. Dharmendrabhai Becharbhai Jasani (DIN: 10495406)

Brief resume of Mr. Dharmendrabhai Becharbhai Jasani

Mr. Dharmendrabhai Becharbhai Jasani is holding 7,37,703 equity shares in the Company in promoter category. Mr. Dharmendrabhai Becharbhai Jasani. He is a Matriculate from Gujarat Secondary and Higher Secondary Education Board, Gandhinagar. He is having around forty years of experience in hiring and leasing of earth moving equipment.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 1 for the approval of the Members by way of passing **Special Resolutions**.

Item No. 2

Mr. Ayush Dharmendrabhai Jasani (DIN: 09842741), was appointed as an Additional Whole-time Director (Vice Chairman) (Non-Independent) Director of the Company of the Company with effect from 30th April, 2025 to hold office until the approval of Shareholders pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations

Mr. Ayush Dharmendrabhai Jasani (DIN: 09842741) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Remuneration Payable to Mr. Ayush Dharmendrabhai Jasani (DIN: 09842741) has already been approved by the Nomination & Remuneration Committee in its meeting held on 2nd May, 2025 & subsequently by the Board of Directors in its Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration of as decided by the board of director to be paid by the Company to Mr. Ayush Dharmendrabhai Jasani (DIN: 09842741)

Brief resume of Mr. Ayush Dharmendrabhai Jasani

Mr. Ayush Dharmendrabhai Jasani is holding 3,21,012 equity shares in the Company in promoter category. Mr. Ayush Dharmendrabhai Jasani. He is a Matriculate from Gujarat Secondary and Higher Secondary Education Board, Gandhinagar. He has experience in hiring and leasing earth moving equipment.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 2 for the approval of the Members by way of passing **Special Resolutions**.

Item No. 3

Mr. Yagnik Tank (DIN: 10835016), was appointed as a Managing Director (Non-Independent) Director of the Company of the Company with effect from 7th February, 2025 to hold office until the approval of Shareholders pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations

Mr. Yagnik Tank (DIN: 10835016) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Remuneration Payable to Mr. Yagnik Tank (DIN: 10835016) has already been approved by the Nomination & Remuneration Committee in its meeting held on 2nd May, 2025 & subsequently by the Board of Directors in its Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration of as decided by the board of director to be paid by the Company to Mr. Yagnik Tank (DIN: 10835016)

Brief resume of Mr. Yagnik Tank

Mr. Yagnik Tank is holding 1052500 equity shares in the Company in promoter category. Mr. Yagnik Tank holds a Diploma in Textile Engineering from Dr. S & S. S. Gandhi College of Engineering, Surat, Gujarat. & diploma in shipping and logistics management with more than 19 years of extensive experience in the port, shipping, and infrastructure sectors. He is having demonstrated expertise in cargo operations while contributing significantly to Adani Hazira Port Limited and Adani Petronet (Dahej) Port Private Limited, Dahej, Gujarat & Essar group.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 3 for the approval of the Members by way of passing **Special Resolutions**.

Item No. 4

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms

of the Nomination and Remuneration Policy of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on **30th April, 2025** appointed **MS. SEJALBEN SUBHASHKUMAR DONGA (DIN: 10922698)** as an Additional Director in the category of Independent Director of the Company under Section 149, 150, 152 and 161 read with Schedule IV of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

The Company has received requisite disclosures/declarations from **MS. SEJALBEN SUBHASHKUMAR DONGA (DIN: 10922698)**

- i) Consent to act as Director u/s 152 of the Act (Form DIR-2);
- ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- iii) Declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director;
- iv) Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
- v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Board is of the view that, given the knowledge and rich experience of **MS. SEJALBEN SUBHASHKUMAR DONGA (DIN: 10922698)** her appointment will be of immense benefit and in the best interest of the Company. The Board is also satisfied with regard to integrity, expertise and experience (including proficiency) of MS. SEJALBEN SUBHASHKUMAR DONGA.

Letter of Appointment of MS. SEJALBEN SUBHASHKUMAR DONGA setting out the terms and conditions of appointment is being made available for inspection by the members of the Company.

The resolution seeks the approval of members for appointment of MS. SEJALBEN SUBHASHKUMAR DONGA as an Independent Director pursuant to Section 149 and other applicable provisions of the Act and rules made thereunder to hold office for a first term of five consecutive years w.e.f. **30th April 2025 to 29th April 2030 (both days inclusive)**.

MS. SEJALBEN SUBHASHKUMAR DONGA would be entitled to sitting fees for attending the Meetings of the Board of Directors and/or Committees thereof as may be approved by the Board, from time to time.

Brief resume of MS. SEJALBEN SUBHASHKUMAR DONGA

A German language tutor or teacher specializes in teaching the German language across various platforms, including schools, classes and language training institutes. she also conducts corporate training sessions, offer private tutoring (both online and offline) As an educator, brings an impartial, structured, and analytical mindset, ensuring transparency and ethical practices in Corporate Governance.

She can support CSR (Corporate Social Responsibility) initiatives in education, training, or language development.

Accordingly, the Board commends the Special Resolution as set out in item No. 4 of the accompanying notice.

MS. SEJALBEN SUBHASHKUMAR DONGA is concerned or interested in the resolution no 4 of the accompanying notice relating to her appointment and his relatives are

concerned or interested to the extent their shareholding, if any, in the Company.

None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 5

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms

of the Nomination and Remuneration Policy of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on **30th April, 2025** appointed **MR. SANAM KASHINATH UMBARGIKAR (DIN: 03394367)** as an Additional Director in the category of Independent Director of the Company under Section 149, 150, 152 and 161 read with Schedule IV of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

The Company has received requisite disclosures/declarations from **MR. SANAM KASHINATH UMBARGIKAR (DIN: 03394367)**

- i) Consent to act as Director u/s 152 of the Act (Form DIR-2);
- ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- iii) Declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director;
- iv) Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
- v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Board is of the view that, given the knowledge and rich experience of **MR. SANAM KASHINATH UMBARGIKAR (DIN: 03394367)** his appointment will be of immense benefit and in the best interest of the Company. The Board is also satisfied with regard to integrity, expertise and experience (including proficiency) of **MR. SANAM KASHINATH UMBARGIKAR**.

Letter of Appointment of **MR. SANAM KASHINATH UMBARGIKAR** setting out the terms and conditions of appointment is being made available for inspection by the members of the Company.

The resolution seeks the approval of members for appointment of **MR. SANAM KASHINATH UMBARGIKAR** as an Independent Director pursuant to Section 149 and other applicable provisions of the Act and rules made thereunder to hold office for a first term of five consecutive years w.e.f. **30th April 2025 to 29th April 2030 (both days inclusive)**.

MR. SANAM KASHINATH UMBARGIKAR would be entitled to sitting fees for attending the

Meetings of the Board of Directors and/or Committees thereof as may be approved by the Board, from time to time.

Brief resume of MR. SANAM KASHINATH UMBARGIKAR

With over a decade of professional experience, Sanam is a seasoned Company Secretary known for his expertise in handling complex secretarial compliances and corporate governance matters. His in-depth knowledge spans across IPO consulting, regulatory compliances, SEBI compliances, and NCLT matters. Sanam is recognized for his meticulous attention to detail and his ability to navigate the complexities of corporate law with precision.

Accordingly, the Board commends the Special Resolution as set out in item No. 5 of the accompanying notice.

MR. SANAM KASHINATH UMBARGIKAR is concerned or interested in the resolution no 5 of the accompanying notice relating to her appointment and his relatives are concerned or interested to the extent their shareholding, if any, in the Company.

None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 6

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms

of the Nomination and Remuneration Policy of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on **30th April, 2025** appointed **MR. ANAND BHAGWAN SOMAN (DIN: 03522837)** as an Additional Director in the category of Independent Director of the Company under Section 149, 150, 152 and 161 read with Schedule IV of the Act, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

The Company has received requisite disclosures/declarations from **MR. ANAND BHAGWAN SOMAN (DIN: 03522837)**

- i) Consent to act as Director u/s 152 of the Act (Form DIR-2);
- ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- iii) Declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director;
- iv) Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
- v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Board is of the view that, given the knowledge and rich experience of **MR. ANAND BHAGWAN SOMAN (DIN: 03522837)** his appointment will be of immense benefit and in the best interest of the Company. The Board is also satisfied with regard to integrity, expertise and experience (including proficiency) of MR. ANAND BHAGWAN SOMAN.

Letter of Appointment of MR. ANAND BHAGWAN SOMAN setting out the terms and conditions of appointment is being made available for inspection by the members of the Company.

The resolution seeks the approval of members for appointment of MR. ANAND BHAGWAN SOMAN as an Independent Director pursuant to Section 149 and other applicable provisions of the Act and rules made thereunder to hold office for a first term of five consecutive years w.e.f. **30th April 2025 to 29th April 2030 (both days inclusive)**.

MR. ANAND BHAGWAN SOMAN would be entitled to sitting fees for attending the Meetings of the Board of Directors and/or Committees thereof as may be approved by the Board, from time to time.

Brief resume of MR. ANAND BHAGWAN SOMAN

Qualified as B. Com, ACMA and ACS with 25 years of experience as CFO in domestic and foreign companies and extensive experience in-Internal Audit, Cost Audits, Management Audit and forensic audit.

Also Practicing as Company Secretary over last 10 years.

Accordingly, the Board commends the Special Resolution as set out in item No. 6 of the accompanying notice.

MR. ANAND BHAGWAN SOMAN is concerned or interested in the resolution no 6 of the accompanying notice relating to her appointment and his relatives are concerned or interested to the extent their shareholding, if any, in the Company.

None of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 7

The present Authorized Share Capital of the Company is Rs. 7,50,00,000/- divided into to 75,00,000 Equity shares of Rs.10/- each. In order to facilitate the rights issue of equity shares and requirements of the Company for the operations in future, if any, the Board at its meeting held on 2nd May, 2025 approved the increase in the Authorized Share Capital of the Company from Rs. 7,50,00,000/- divided into to 75,00,000 Equity shares of Rs.10/- each to Rs. 52,00,00,000/- divided into to 5,20,00,000 Equity shares of Rs.10/- each by creation of additional 4,45,00,000 (Four Crore Forty Five Lakhs) Equity shares of Rs.10 each (Rupees Ten) subject to approval of Members.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V(a) of the Memorandum of Association of the Company.

It is proposed to increase the additional 4,45,00,000 (Four Crore Forty Five Lakhs) Equity shares of Rs.10 each which shall rank pari-passu with the existing equity shares in all respects and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V(a) of the Memorandum of Association of the Company require Members' approval in terms of Sections 13, 61 and 61 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements and requests the members to accord their consent to the proposed resolution.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection at the registered office of the Company during the office hours on all working days upto the last date of closure of Postal Ballot.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 7 for the approval of the Members by way of passing **an Ordinary Resolution**.

Item No. 8

In order to expand the Company's scope of operations and to avail the opportunity present in market, the Company is planning to elaborate its current business by addition of object clause(s) no. 5 and 6 in to existing main object of the company and consequential alteration in the main object clause(s) of Memorandum of Association of the company, subject to approval of the members of the company.

To commence the proposed additional business activities, the Object Clause [Clause 3 (A)] of the Memorandum of Association of the Company needs to be altered.

It is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company to enable the Company to expand its business operations by inserting clause(s) no. 5 and 6 in the current objects as stated in special resolution set out at Item No.: 8.

The above amendment would be subject to the approval of the Registrar of Companies, Ministry of Corporate Affairs and/or any other Statutory or Regulatory Authority, as may be necessary. A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the

Memorandum of Association of the Company requires approval of the Members by passing Special Resolution and thereby board recommends Special Resolution set out as Item No. 8 for seeking Member's approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 8 for the approval of the Members by way of passing a **Special Resolution**.

Item No. 9

The Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

To optimize the use of the funds available with the Company and achieve its long-term strategic and business objectives, the Board of Directors, in their meeting held on 2nd May, 2025, approved and recommended to the shareholders an increase in the existing limit from Rs. 50 Crores (Rupees Fifty Crores only) to Rs. 200 Crores (Rupees Two Hundred Crores only), under Section 186 of the Act, to utilize these funds by investing / acquiring 100% Shares of Prasad Earth Movers Private Limited and Making It Wholly Owned Subsidiary of The Company and to make investments in other corporate entities, granting loans, providing guarantees, or offering security to other individuals or corporate entities, as and when required.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 9 for the approval of the Members by way of passing a **Special Resolution**.

Item No. 10, 11 and 12

Background, details and benefits of the transaction

1. Prasad Earth Movers Private Limited ('PEMPL') will be an unlisted subsidiary of ARUNIS ABODE LIMITED ('AAL'/'the Company').
2. Kalind Earth Movers Limited (KEML)- Is and Public Unlisted Company where in Directors are interested
3. KALIND EARTH MOVERS (PROPRIETOR) (KEM) – Where in Director is proprietor

PEMPL, KEML and KEM is primarily engaged in the business to provide infrastructure equipment, earth moving equipment's like Excavator, Dozer, JCB, Loaders, Skid loader, Industrial

vacuum cleaners, etc. on contract, Lease, hire and rental basis in India or elsewhere and to provide maintenance services for the same.

Management decided to enter in to contract / arrangement / transactions/job work/Internal purchase/sale of goods and providing/availing services/using resources/entering into agreement for use of properties, providing corporate Guarantee, Providing Securities to third party for any Borrowing and availing inter corporate deposits or otherwise with **PEMPL, KEML and take over the KEM as going concern** as they are in the same business and have decade of experience and client base for the same.

The management has provided the Audit Committee of Directors ('Audit Committee') with the relevant details of various proposed RPTs including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into the RPTs between Company and **PEMPL, KEML and approved to take over the business of KEM as going concern** for a value mentioned below.

PEMPL - not exceeding Rs. 50Crore

KEML- not exceeding Rs. 50 Crore

KEM- not exceeding Rs. 20 Crore

to be entered into during FY25-26. The Audit Committee has noted that the transactions to be entered into between **PEMPL, KEML** and **KEM** will be on an arm's length basis and in the ordinary course of business of all the parties.

Details of the RPTs between the Company and **PEMPL, KEML, KEM** including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated November 11, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 February 14, 2025 w.e.f. April 1, 2025, is as follows:

| Sl. No. | Description | Details |
|---------|--|---|
| 1. | A summary of information provided by the management to the Audit Committee | |
| a. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise); | PEMPL – in a private Limited Company and will be proposed subsidiary wherein Mr. AYUSH DHARMENDRABHAI JASANI WTD of the Company are Directors KEML – is a Public unlisted company wherein Mr. AYUSH DHARMENDRABHAI JASANI and Mr. DHARMENDRABHA BECHARBHAI JASANI WTD of the Company are Directors KEM |
| | | KEM – is a PROPRIETORY CONCERN where in DHARMENDRABHA BECHARBHAI JASANI WTD of the Company is a Proprietor |

| | | |
|----|--|--|
| b. | Type/Nature, material terms, monetary value and particulars of contracts or arrangement | With PEMPL and KEML contract / arrangement / transactions/job work/Internal purchase/sale of goods and providing/availing services/using resources/entering into agreement for use of properties, providing corporate Guarantee, Providing Securities to third party for any Borrowing and availing inter corporate deposits or otherwise to take over the business of KEM as going concern PEMPL - not exceeding Rs. 50Crore KEML - not exceeding Rs. 50 Crore KEM - not exceeding Rs. 20 Crore |
| c. | Tenure of the transaction | While the tenure of the ongoing arrangements is effective post approval of the Members is being sought for material RPTs for FY25 - 26. |
| d. | Value of Transaction | PEMPL - not exceeding Rs. 50Crore KEML - not exceeding Rs. 50 Crore KEM - not exceeding Rs. 20 Crore |
| e. | Percentage of annual consolidated turnover of the Company considering FY24 as the immediately preceding financial year | PEMPL – 1453% KEML - 1453% KEM - 581% |
| f. | Justification for the transaction | Please refer to ‘Background, details and benefits of the transaction’ which forms part of the explanatory statement to the Resolution No. 10,11 and 12. |
| g. | Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: NA | |
| h. | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder | The proposed RPTs has been evaluated by a reputed external independent consulting firm in terms of pricing and arm’s length criteria and the report confirms that the proposed RPTs are on arm’s length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in ‘Notes’ section forming part of this Notice. |

| | | |
|----|--|---|
| i. | Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis | 801% – Standalone turnover of PEMPL NA – Standalone turnover of KEML-Company incorporated on 06-02-2024 112.99% – Standalone turnover of KEM |
| j | Name of the director or key managerial personnel who is related, if any and nature of relationship | Mr. AYUSH DHARMENDRABHAI JASANI and Mr. DHARMENDRABHA BECHARBHAI JASANI WTD of the Company. The interest or concern held by the aforesaid Directors and KMPs or that of their relatives, is limited only to the extent of their holding directorship/ shareholding in the Company. |
| K | Any other information that may be relevant | All important information forms part of the statement setting out material facts of the proposed RPTs |

Arm's length pricing:

The RPT(s)/contract(s)/arrangement(s) mentioned in this proposal have been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the RPT(s)/contract(s)/arrangement(s) meet the arm's length testing criteria. The RPT(s)/contract(s) /arrangement(s) also qualify as contract under ordinary course of business.

Brief details on the mode of determination of arm's length pricing are provided below:

| Nature of Transaction | Pricing method |
|---|--|
| contract / arrangement / transactions/job work/Internal purchase/sale of goods and providing/availing services/using resources/entering into agreement for use of properties, providing corporate Guarantee, Providing Securities to third party for any Borrowing and availing inter corporate deposits or otherwise | The price of contract / arrangement / transactions/job work will be on the same line as with other part or vendors and as per the industrial standards. The rate of interest for the corporate Guarantee, Providing Securities to third party for any Borrowing and availing inter corporate deposits or otherwise will be as per the Government/ bank rate |
| to take over the business of KEM as going concern | As per the valuation of the business of going concern |

Justification for transaction

The Related Parties i.e. **PEMPL** and **KEML** have been engaged in providing earth moving equipment's like Excavator, Dozer, JCB, Loaders, Skid loader, Industrial vacuum cleaners, etc. on contract, Lease, hire and rental basis in India or elsewhere and to provide

maintenance services for the same. The entities vast experience and strategic capabilities that it has developed in this area have enabled it to become the big market player, basis that the proposed transactions will aid the growth of the Company's business.

Further KEM being a PROPRIETARY CONCERN and to take over the business of KEM as going concern will help the company to avail the contract and its business and assets at arm's length price and this will aid the growth of the Company's business.

The said transactions, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 2(1)(zc)(i) of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 10, 11 and 12

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 10, 11 and 12 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Special Resolution contained in Item No. 10, 11 and 12 of the accompanying Notice to the Members for approval.

Item No. 13

Presently, the Registered Office of the Company is located at House, Survey No. 2523, Coastal Highway, Umersadi, Valsad, Killa Pardi, Gujarat, India-396125. The Board of Directors of your Company at their meeting held on 2nd May, 2025 proposed to change the Registered Office from House, Survey No. 2523, Coastal Highway, Umersadi, Valsad, Killa Pardi, Gujarat, India-396125 to New RO Address: 706, 7th Floor, IBC (International Business center), Dumas Road, Piplod, Surat, Gujarat-395007, for better operational and logistical purposes. Further, under the proviso to section 12 of the Companies Act, 2013, Special Resolution is required to be passed for shifting the Registered Office outside the local limits of any city, town, etc. and hence the said special resolution is proposed for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 13 for the approval of the Members by way of passing a **Special Resolution**.

| | |
|--|--|
| REGISTERED OFFICE: House, Survey No. 2523, Coastal Highway, Umersadi, Valsad, Killa Pardi, Gujarat, India-396125 PLACE: Gujarat DATE: 09/05/2025 | BY ORDER OF THE BOARD FOR ARUNIS ABODE LIMITED SD/- YAGNIK BHARATKUMAR TANK MANAGING DIRECTOR DIN: 10835016 |
|--|--|

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

| Particulars | Yagnik Tank | Dharmendrabhai Jasani | Ayush Dharmendrabhai Jasani | sejalben subhashkumar donga | Sanam Kashinath Umbargikar | Anand Bhagwan Soman |
|-------------------------------------|--|---|---|---|---|---|
| DIN | 10835016 | 10495406 | 09842741 | 10922698 | 03394367 | 03522837 |
| Nationality | Indian | Indian | Indian | Indian | Indian | Indian |
| Date of Birth | 14/11/1985 | 27/12/1966 | 28/06/2000 | 16/11/1989 | 22/06/1984 | 25/11/1959 |
| Date of Appointment | February 07, 2025 First consecutive term of 3 years | April 30, 2025 First consecutive term of 3 years | April 30, 2025 First consecutive term of 3 years | April 30, 2025 First consecutive term of 5 years | April 30, 2025 First consecutive term of 5 years | April 30, 2025 First consecutive term of 5 years |
| Designation | Managing Director | Additional Director/Whole Time Director designated as Chairman of the Board | Additional Director/Whole Time Director designated as Vice-Chairman of the Board | Additional Independent Director | Additional Independent Director | Additional Independent Director |
| Qualifications | Diploma in Textile Engineering from Dr. S & S. S. Gandhi College of Engineering, Surat, Gujarat. & diploma in shipping and logistics management. | Matriculate from Gujarat Secondary and Higher Secondary Education Board, Gandhinagar. | Matriculate from Gujarat Secondary and Higher Secondary Education Board, Gandhinagar. | B.A., B.Ed. | FCS | Qualified as B. Com, ACMA and ACS |
| Expertise in specific function area | expertise in cargo | Administrator | Administrator | A German language tutor or | IPO consulting, regulatory | Finance, accounts, |

Arunis Abode Limited

CIN : L70100GJ1994PLC021759



Regd. Office : Desai House, S.No. 2523, Coastal highway, Umersadi, Killa Pardi, Dist. Valsad - 396125, Gujarat. Mob.: +91 70456 77788 Website: www.arunis.co

Corp. Office : 501, Flyedge - FP No 765, TPS 111, JN Road, Kora Kendra Road, Borivali (W) Mumbai- 400092. Mob.: +91 9167869000 Email: hr@arunis.co

| | | | | | | |
|---|---|--|---|--|---|---|
| | operations while contributing significantly to Adani Hazira Port Limited and Adani Petronet (Dahej) Port Private Limited, Dahej, Gujarat & Essar group. | | | teacher specializes in teaching the German language across various platforms, including schools, classes, and language training institutes. she also conduct corporate training sessions, offer private tutoring (both online and offline) | compliances, SEBI compliances, and NCLT matters | audit and Companies Act |
| Number of Meetings of Board attended during the year | Three Board Meeting | One Board Meeting | One Board Meeting | One Board Meeting | One Board Meeting | One Board Meeting |
| Terms & Conditions of Appointment / Re-appointment & Remuneration sought to be paid or last drawn | First consecutive term of 3 years Remuneration - 12 Lakhs P.A | First consecutive term of 3 years Remuneration - 12 Lakhs P.A | First consecutive term of 3 years Remuneration - 12 Lakhs P.A | First consecutive term of 5 years Remuneration - Nil | First consecutive term of 5 years Remuneration - Nil | First consecutive term of 5 years Remuneration - Nil |
| Directorship held in other companies | Nil | KALIND INFRAPROJECT LIMITED KALIND EARTH MOVERS LIMITED | KALIND INFRAPROJECT LIMITED KALIND EARTH MOVERS LIMITED PRASAD EARTH MOVERS PRIVATE | Nil | Nil | CREATIVELAND PUBLISHING PRIVATE LIMITED |

Arunis Abode Limited

CIN : L70100GJ1994PLC021759



Regd. Office : Desai House, S.No. 2523, Coastal highway, Umersadi, Killa Pardi, Dist. Valsad - 396125, Gujarat. Mob.: +91 70456 77788 Website: www.arunis.co

Corp. Office : 501, Flyedge - FP No 765, TPS 111, J Off SV Road and Kora Kerdra Road, Borivali (W) Mumbai- 400099 Mob.: +91 9167869000 Email : corporate@arunis.co

| | | | | | | |
|---|--|--|---|----------------|----------------|----------------|
| Membership/Chairmanships of the committees in other companies | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |
| Relationship with existing Directors of the Company | He is not related to any Key Managerial Personnel of the Company. | He is father of Mr. Ayush Dharmendrabhai Jasani (DIN: 09842741), Additional Director/Whole Time Director designated as Chairman of the Board. He is not related to any Key Managerial Personnel of the Company. | He is Son of Mr. Dharmendrabhai Becharbhai Jasani (DIN: 10495406), Additional Director/Whole Time Director designated as Vice Chairman of the Board. He is not related to any Key Managerial Personnel of the Company. | NIL | NIL | NIL |
| Number of shares held in company | 1052500 Equity shares constituting 35.08 % of the share capital of the company | 737703 Equity shares constituting 24.59% of the share capital of the company. | 321012 Equity shares constituting 10.70% of the share capital of the company | NIL | Nil | Nil |

REGISTERED OFFICE:

House, Survey No. 2523, Coastal Highway,
Umersadi, Valsad, Killa Pardi, Gujarat,
India-396125
PLACE: Gujarat
DATE: 09/05/2025

BY ORDER OF THE BOARD
FOR ARUNIS ABODE LIMITED

SD/-
YAGNIK BHARATKUMAR TANK
MANAGING DIRECTOR
DIN: 10835016