

Date: February 07, 2024

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400 001

Listing Department
National Stock Exchange of India
Limited
Bandra Kurla Complex
Bandra East
Mumbai – 400 051

BSE Scrip Code: 539289

NSE Symbol: AURUM

Dear Sir/Madam,

Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated February 07, 2024, seeking approval of the members of the Company, by way of remote e-voting process for:

1. To approve the appointment of Mr. Onkar Shetye (DIN: 06372831) as the Executive Whole-time Director of the Company.
2. Alteration of the Articles of Association of the Company for removal of article of Common Seal.
3. To advance any loan, give any guarantee or to provide any security to all such persons specified under section 185 of the Companies Act, 2013.
4. To approve sale/disposal of asset(s) exceeding 20% of the assets of the material subsidiary/subsidiaries of the Company.

Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners, as on Friday, February 02, 2024 (“Cut-off Date”), received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of National Securities Depository Limited, (**NSDL**) as the agency to provide e-voting facility to all its members.

The e-voting facility will be available during the following period:

| | |
|---------------------------|---|
| Commencement of e-voting: | 09:00 a.m. (IST) on Thursday, February 08, 2024 |
| End of e-voting: | 05:00 p.m. (IST) on Friday, March 08, 2024 |

The Postal Ballot Notice is also available on the Company's website at <https://www.aurumproptech.in/>

You are requested to take the above on record.

Thanking you.

Yours faithfully,

For **Aurum PropTech Limited**
(Formerly known as Majesco Limited)

Sonia Jain
Company Secretary &
Compliance Officer



AURUM PROPTECH LIMITED

(Formerly known as Majesco Limited)

Registered Office: Aurum Q1, Aurum Q Parc, Thane Belapur Road, Navi Mumbai 400 710.

Corporate Identification Number (CIN): L72300MH2013PLC244874

Website: <https://aurumproptech.in/>; E-mail: investors@aurumproptech.in

Phone: +91-22-6911-800

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POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013, as amended read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended)

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Aurum PropTech Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Board of Directors has appointed CS Aineshkumar Jethwa, Practicing Company Secretary ACS 27990) (Certificate of Practice No. 19650) as the Scrutinizer for conducting the Postal Ballot, e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited (“KFinTech” or “Registrar and Transfer Agent”) as the agency to provide e-voting facility. Members are

requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period.

| | |
|---------------------------|---|
| Commencement of e-voting: | 09:00 a.m. (IST) on Thursday, February 08, 2024 |
| End of e-voting: | 05:00 p.m. (IST) on Friday, March 08, 2024 |

Members are requested to carefully read the instructions provided in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolution through the e-voting process not later than 05:00 p.m. (IST) on Friday, March 08, 2024, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as “NSDL”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. KFin Technologies Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the evoting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit his report to the Chairman of the Company or any other Director of the Company as authorised by the Board, if any, upon completion of scrutiny of postal ballots through e-voting in a fair and transparent manner and the result of the Postal Ballot through e-voting facility will be announced on or before Tuesday, March 12, 2024 by 05:00 p.m. at the Company’s Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on the Company’s website <https://www.aurumproptech.in/> besides communicating to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.

SPECIAL BUSINESS:

Item No. 1:

To approve the appointment of Mr. Onkar Shetye (DIN: 06372831) as the Executive Whole-time Director of the Company:

To consider and to give assent/dissent for passing the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and on the recommendation of Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Onkar Shetye (DIN: 06372831) as the

Executive Whole-time Director of the Company and Key Managerial Personnel of the Company in the professional capacity with substantial powers of management of affairs of the Company to be exercised by him for a period of 3 (Three) years and 27 days with effect from May 04, 2024, to May 30, 2027 on the terms and conditions including remuneration details of which are given in Explanatory Statement at Item No. 1 annexed hereto with liberty to the Board (which term shall include any committee constituted or to be constituted by the Board) to alter and vary the terms and conditions of said appointment in such manner as may be agreed to between the Board of Directors and Mr. Onkar Shetye and as may be permissible under the applicable laws.

RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Companies Act, 2013, the remuneration as set out in the explanatory statement at Item No. 1, be paid as minimum remuneration to Mr. Onkar Shetye, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment.

RESOLVED FURTHER THAT Mr. Srirang Athalye, Non-Executive Director, Mr. Kunal Karan, Chief Financial Officer and Ms. Sonia Jain Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection to this matter.”

Item No. 2:

Alteration of the Articles of Association of the Company:

To consider and to give assent/dissent for passing the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority, the consent of Members of the Company be and is hereby accorded to amend the existing Articles of Association (“AoA”) of the Company in the following manner:

I. Substitution of the existing Article 14 under the heading MEMBER with the following:

Subject to section 46 of the Act, the certificates of title to the shares shall be issued under the signature by (i) two Directors duly authorized by the Board of the Company for the purpose or the committee of the Board, if so authorized by the Board (provided that if the composition of the Board permits one of the aforesaid two Directors shall be a person other than the managing or whole-time Director) and (ii) the Secretary or some other person appointed by the Board for the purpose. Particulars of every share certificate issued shall be entered in the Register of Members against the said person to whom it has been issued indicating the date of issue. A Director shall be deemed to have signed the share certificate if his signature is printed thereon as a facsimile signature by means of any machine, equipment or other mechanical means such as engraving in metal or lithography, or digitally signed, but not by means of a rubber stamp, provided that the Director shall be personally responsible for permitting the affixation of his signature thus and the safe custody of such machine equipment or other material used, for the purpose.

Provided always that notwithstanding anything contained in this Article, the certificates of title to shares may be executed and issued in accordance with such other provisions of the Act, or the rules made there under, as may in force for the time being and from time to time.

II. Deletion of Article 54: COMMON SEAL

- (a) *The Company shall have common seal and the Board shall provide for the safe/custody thereof. The seal shall not be applied to any instrument except by the authority of resolution of the Board and in the presence of one Director or such person who has been authorised by the Board, who shall sign every instrument to which the seal of the Company is so affixed in his presence.*
- (b) *The Directors and the Company shall also be at liberty to use an official seal in any territory, district or place outside India.*

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / Subsidiaries in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No.3:

To advance any loan, give any guarantee or to provide any security to all such persons specified under section 185 of the Companies Act, 2013:

To consider and to give assent/dissent for passing the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding 100,00,00,000/- (Rupees One Hundred Crores Only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Srirang Athalye, Non-Executive Director, Mr. Onkar Shetye, Executive Director, Mr. Kunal Karan, Chief Financial Officer and Ms. Sonia Jain, Company Secretary be and are hereby severally authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may deem fit.”

Item No. 4:

To approve sale/disposal of asset(s) exceeding 20% of the assets of the material subsidiary/subsidiaries of the Company:

To consider and to give assent/dissent for passing the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 24(6) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “SEBI Listing Regulations”) and relevant provisions of the Companies Act, 2013 and rules made thereunder, subject to requisite statutory/ regulatory approvals, if any, as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and/or the Board of, the respective material subsidiaries of the Company to divest by way of sale, transfer or dispose off including by way of pledge, creation of security or any other encumbrance (and disposal upon enforcement of such security or other encumbrance and/or by way of slump sale, asset sale or through other contractual arrangements) including business that constitutes more than 20% of the assets of the material subsidiary/subsidiaries present or future, including as mentioned in the Explanatory Statement to the notice of postal ballot, by the respective material subsidiaries, during a financial year, in favour of potential investors / lenders / buyers/ security agents / trustees through various modes including by way of creation and/or enforcement of pledge, charge, mortgage, hypothecation or any other encumbrance or through other contractual arrangements, for any purpose in connection with the business activities of the Company and/or its subsidiaries, including but not limited to the borrowing availed/proposed to be availed by the Company and/or its subsidiaries, in one or more tranches, on such terms and conditions (including timing, manner and extent of pledge/creation of lien or encumbrance) as the Board of the Company and / or the Board of may in its absolute discretion decide or deem fit in the best interest of the Company and / or its subsidiaries.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Srirang Athalye, Non-Executive Director, Mr. Onkar Shetye, Executive Director, Mr. Kunal Karan, Chief Financial Officer and Ms. Sonia Jain, Company Secretary, and the Board of the respective subsidiary be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limited to deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalize and execute agreement(s), such other document(s), by whatever name called and to do all acts, matters and things as may be necessary in this regard and to settle any questions or difficulties that may arise in this regard

and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other Officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.”

By Order of the Board
For **Aurum PropTech Limited**

Sonia Jain
Company Secretary and
Compliance Officer

Place: Navi Mumbai

Date: February 07, 2024

Registered office:

Aurum Q1, Q Parc,

Thane Belapur Road,

Navi Mumbai 400710,

Maharashtra, India

(CIN): L72300MH2013PLC244874

<https://aurumproptech.in/>

E-mail: investors@aurumproptech.in

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the special businesses in respect of item no. 1 to 4 as set out above is annexed hereto and forms part of this Notice.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. The Postal Ballot Notice is being sent only by email to those members who have registered their email address with their Depository Participant(s) ("DPs") or with RTA and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, February 02, 2024 ("Cut-off date") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed NSDL for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").
5. The Company has appointed Mr. Ainesh Jethwa, Practicing Company Secretary (ICSI Membership No. ACS 27990) (Certificate of Practice No. 19650), as the Scrutinizer for conducting postal ballot and e-voting process in a fair and transparent manner.
6. The Notice of Postal Ballot is also placed on the website of the Company i.e. <https://www.aurumproptech.in/> and the website of National Securities Depository Limited (NSDL): www.evoting.nsdl.com.
7. The date of completion of sending of the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) Financial Express (Mumbai edition) in English language; and (ii) Lakshadeep (Mumbai edition) in Marathi language, having wide circulation in the district where the Registered Office of Company is situated.

8. All document(s) mentioned in the Notice and revised copy of the AoA will be available for electronic inspection without any fee, from the date of circulation of this Notice up to the date of conclusion of remote e-voting period i.e. up to Friday, March 08, 2024. Members who wish to inspect the relevant document(s) may send an email to investors@aurumproptech.in by mentioning their DP ID and Client ID in case of dematerialised shareholding / Folio no. in case of physical shareholding.
9. The e-voting period commences as follows:

| | |
|---------------------------|---|
| Commencement of e-voting: | 09:00 a.m. (IST) on Thursday, February 08, 2024 |
| End of e-voting: | 05:00 p.m. (IST) on Friday, March 08, 2024 |

During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e., Friday, February 02, 2024, are requested to cast their vote electronically. The e-voting module shall be disabled by NSDL for voting on Friday, March 08, 2024 at 05.00 p.m. (IST). Once the vote on a resolution is cast by a Member, it will not be allowed to change it subsequently.

10. The Instructions and other information relating to e-voting are as under: The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDEAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e- |

| | |
|---|---|
| | <p>Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider |

| | |
|--|--|
| | <p>for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 and 022 - 2499 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 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.

The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ainesh@csaineshjethwa.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@aurumproptech.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@aurumproptech.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") SETTING OUT ALL MATERIAL FACTS:

Item no. 1

Mr. Onkar Shetye is the Executive Whole time Director of the Company and his term of appointment as an Executive Whole time Director of the Company is to expire on May 03, 2024, looking into his contribution to the Company's affairs and business experience and on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on January 18, 2024 has appointed Mr. Onkar Shetye as the Executive Whole time Director of the Company for a period of 3 years and 27 days w.e.f. May 04, 2024 upto May 30, 2027 subject to approval of the members upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Directors.

Mr. Onkar Shetye has made invaluable contributions in driving company's growth prospects and long-term vision. He has played a pivotal role in expanding the Company's presence to new heights. It would be therefore in the interest of the Company to appoint Mr. Onkar Shetye as Executive Whole time Director of the Company on the following remuneration and other terms and conditions subject to the approval of the Members of the Company.

Basic Salary:

Rs. 24,15,000/- (Rupees Twenty-Four Lakhs Fifteen Thousand only) per annum, with an option of annual increment as may be decided by the Nomination & Remuneration Committee / Board of Directors, from time to time.

House Rent Allowance (HRA):

50% of the Basic Salary as HRA

Leave Travel Allowance:

2% of the Basic Salary as Leave Travel Allowance

Employer NPS Contribution:

10% of the Basic Salary as Employer NPS Contribution

Vehicle Fuel & Maintenance:

Rs. 1,80,000/- (Rupees One Lakh Eighty Thousand only) per annum

Special Allowance:

Balancing figure of gross salary

Provident Fund Contribution:

Company's contribution towards provident fund as per rules of the Company, but not exceeding 12% of Basic Salary.

Gratuity:

As per rules of the Company

Medical Benefits:

As per rules of the Company

Variable Pay:

Based on the performance as may be evaluated by the Nomination & Remuneration Committee, up to a maximum of 30% of the Annual Gross Salary.

Employment Stock Options (ESOPs)

As may be decided by the Nomination & Remuneration Committee.

Notice Period

The Agreement may be terminated by either party by giving three months' notice to the other party.

The Salary break-up will be on the company's current structure and balance if any will be adjusted in special allowance.

The draft Agreement to be entered into between the Company and Mr. Onkar Shetye is open for inspection at the Registered Office of the Company on any working days.

Your Directors recommend the resolution at Item No. 1 of the Notice for your approval. Details of Mr. Onkar Shetye is set out as Annexure-I.

None of the Directors (except Mr. Onkar Shetye is interested in the said resolution as it pertains to his own appointment), Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

Item no. 2

Pursuant to enactment of the Companies (Amendment) Act, 2015, the use of common seal has been made optional for companies. The Company executes / enters into various agreement with financial institutions and regulatory authorities during the course of its business activities, where common seal is affixed in the manner specified by the Board. The requirement of affixing common seal is mandated in such agreements and documents as the Articles of Association ("AoA") of the Company contain regulations governing affixing of common seal and maintenance thereof. In view of the requirement of common seal having been dispensed with and also to facilitate administrative convenience for execution of documents on behalf of the Company it is proposed to alter the existing AoA of the Company by altering / deleting the relevant articles in the AOA of the Company, pertaining to common seal.

Pursuant to Section 14 of the Companies Act, 2013, AoA can be amended only with the approval of Members by passing a special resolution. The Board recommends the Special Resolution set out in Item no. 2 of the accompanying Notice, for approval by the Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The revised draft of AoA is available for inspection by the Members (*kindly refer note #8 of the Notice for the procedure for inspection*).

Item no. 3

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

Accordingly, the Members are hereby informed that owing to the above mentioned restrictions of Section 185 of the Companies Act, 2013, the Company has been till now unable to advance any loan, give any guarantee or provide any security under Section 185 of the Companies Act, 2013 and therefore in order to augment the long term resources of the companies, subsidiaries, associate and such other permitted entities/ persons and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on January 18, 2024 has proposed and approved for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only), subject to the approval of shareholders of the Company by means of postal ballot. Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities and keeping the best interest of the Company in view, such approval accorded by shareholders of the Company under Section 185 of the Companies Act, 2013 by means of this Postal Ballot.

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any) and/or such bodies corporate to whom loans, guarantee and security being advanced/given/provided by the Company pursuant to this Special Resolution.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 3 of the Notice of Postal Ballot, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Item no. 4

The Company and its subsidiaries including subsidiaries continuously keep exploring opportunities to raise funds from time to time to meet business requirements. In this regard, the proposal may envisage divestment by way of sale, asset sale agreement, slump sale transfer, lease, assignment or hiving off, disposal / pledge creation (including disposal upon invocation of pledge) / lien or any type of encumbrance with or without any change in control of, or otherwise deal, either in the entire or any substantial part of the investments made by the Company, directly or indirectly, in one or more of its subsidiary / subsidiaries or dispose of the assets of any of the subsidiary / subsidiaries including material subsidiaries, whether present or future to potential investors / lenders / buyers / third-parties through various modes including by way of slump sale, asset sale or through other contractual arrangements, for any purpose in connection with the business activities of the Company or its subsidiary(ies) including but not limited to the borrowing proposed to be availed by or investment to be made in subsidiary(ies), or for strategic value creation of each business vertical, in one or more tranches, on such terms and conditions (including timing, manner and extent of pledge/creation of lien or encumbrance) as the Board may in its absolute discretion decide or deem fit in the best interest of the Company.

In terms of Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "SEBI Listing Regulations"), selling, disposing and leasing of assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of the Members by way of a special resolution.

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 4 of the Notice of Postal Ballot, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Disclosure pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) with respect to the Directors seeking appointment / re-appointment:

Particulars of Director being appointed:

| | |
|--|---|
| Name | Mr. Onkar Shetye |
| DIN | 06372831 |
| Date of Birth & Age | 29/10/1985; 38 Years |
| Educational Qualification | Bachelor's degree in Science from University of Mumbai and a Master's degree in Renewable Energy, Enterprise and Management from UK. |
| Experience (including expertise in specific functional area) / Brief Resume | <p>Mr. Onkar Shetye is an alumnus of the IIM Ahmedabad and has also done his master's from the prestigious Russel Group of Universities, UK. He has 17 years of multisectoral experience and has driven strategic and transformational initiatives at multiple organizations across industries like energy, real estate, mineral exploration, and information technology. He has worked with diverse teams across India, Europe and Africa. He brings a large toolbox to the table and works with teams to validate, catalyze, and scale new ventures by refining competitive dynamics, honing their business plans, and refining go-to-market strategies.</p> <p>In his present role, he has worked on various functional areas like strategy, operations, revenue management, and business development. He has successfully managed multifunctional teams reporting to him and supervised project management for on time in budget implementation. He has been part of Aurum Ventures Group since 2012. In his previous roles at Aurum, he was the Chief Revenue Officer handling all the portfolios including commercial leasing as well as sales, and also held the position of Chief Operating Officer of Aurum's asset management portfolio</p> |
| Terms and Conditions of appointment | As agreed between the Company and Mr. Onkar Shetye subject to the Provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |
| Remuneration last drawn (FY2022-23) | Rs. 54,92,772/- (excluding stock options) |
| Remuneration proposed to be paid | As per existing approved terms of appointment |
| Date of first appointment on the Board | 04/05/2021 |

| | |
|---|--|
| Shareholding in the Company as on March 31, 2023 | Nil |
| Relationship with other Directors / Key Managerial Personnel | Not Applicable |
| Number of meetings of the Board attended during the financial year 2022-23 | 4 |
| Directorships of other Boards as on March 31, 2023 | <ul style="list-style-type: none"> • Cuneate Services Private Limited • Marine Drive Lifespaces Private Limited • Flight Station India Private Limited • Monk Tech Labs Pte Ltd. |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2023 | Not Applicable |
| Listed entities from which the Director has resigned in the past three years | Not Applicable |

By Order of the Board
For **Aurum PropTech Limited**

Sonia Jain
Company Secretary and
Compliance Officer

Place: Navi Mumbai

Date: February 07, 2024

Registered office:

Aurum Q1, Q Parc,

Thane Belapur Road,

Navi Mumbai 400710,

Maharashtra, India

(CIN): L72300MH2013PLC244874

<https://aurumproptech.in/>

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