

AJMERA REALTY & INFRA INDIA LTD.

Regd. Office: Citi Mall, Link Road, Andheri (W), Mumbai - 400 053.
Tel.: +91-22-6698 4000 • Email: investors@ajmera.com • Website: www.ajmera.com
CIN No.: L27104 MH 1985 PLC035659



Ref: SEC/ARIL/BSE-NSE/2024-25

Date: May 22, 2024

The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Script Code : 513349	National Stock Exchange of India Limited 5 th Floor, Exchange Plaza, Bandra Kurla Complex Bandra(East) Mumbai-400051 Script Code : AJMERA
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Sub.: Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot notice along with the explanatory statement thereto, seeking approval of the members of the Company by electronic means i.e. through remote e-voting, in compliance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India on following resolutions:

Sr. No.	Description of resolution	Type of Resolution
1.	Appointment of Mrs. Hemanti Prashant Sutaria (DIN: 05012487) as an Independent Woman Director of the Company.	Special
2	To approve material Related Party Transaction(s) between the Company and its Subsidiary i.e. Anirdesh Developers Private Limited in respect of providing Corporate Guarantee by the Company.	Ordinary

Please note that, in compliance with Circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, Postal Ballot notice is being sent only in electronic mode to all those members whose names appear in the register of members and whose e-mail addresses are registered with Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent of the Company or the Depository Participants(s) as on cut-off date for e-voting i.e. Friday, May 10, 2024.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members. The remote e-voting will commence from Friday, May 24, 2024 (9:00 a.m. IST) and shall end on Saturday, June 22, 2024 (5:00 p.m. IST). The results of the postal ballot will be announced within 2 (two) working days from the end of e-voting period.

The said Notice is also being made available on the website of the Company at www.ajmera.com and on the website of NSDL at www.evoting.nsdl.com.

For AJMERA REALTY & INFRA INDIA LIMITED

Chandra Prakash Jugani
COMPANY SECRETARY & COMPLIANCE OFFICER
A45089
Encl.: As above

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Registered Office: 2nd Floor, Citi Mall Link Road, Andheri (W), Mumbai – 400053,
Tel No: +91 22 6698 4000 Fax No.: +91 22 2632 5902
E-mail: investors@ajmera.com Website: www.ajmera.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and 108 of the Companies Act, 2013 read with rules made thereunder]

Dear Member(s),

NOTICE is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021 No.3/2022 dated May 5, 2022, No 11/2022 dated December 28, 2022 and No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "**the MCA Circulars**"), [including any statutory modification or re-enactment thereof for the time being in force] and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, the Resolutions appended below are proposed to be passed for approval of the Members of Ajmera Realty & Infra India Limited ("**the Company**") through Postal Ballot by voting through electronic means ("**remote e-voting**") only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102 and 110 of the Act setting out all material facts and reasons for the proposed resolution, along with instructions/procedure for Remote E-voting is annexed hereto for your consideration. The Board of the Company has appointed Mr. Haresh Sanghvi (COP No.: 3675/Membership No.: FCS 2259), Practicing Company Secretary, as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

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SPECIAL BUSINESS

RESOLUTION NO. 1

APPOINTMENT OF MRS. HEMANTI PRASHANT SUTARIA (DIN: 05012487) AS AN INDEPENDENT WOMAN DIRECTOR 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 Sections 149, 150, 152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to the provisions of Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Mrs. Hemanti Prashant Sutaria (DIN: 05012487) as a Non-executive Independent Woman Director, who was appointed as an Additional Director in the capacity of an Independent Woman Director of the Company by the Board of Directors with effect from 11th May, 2024 in terms of Section 161 of the Act and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of a Director, as an Independent Woman Director of the Company to hold office for a first term of 5 (Five) consecutive years commencing from 11th May, 2024 up to 10th May, 2029 and she shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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RESOLUTION NO. 2

TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND ITS SUBSIDIARY I.E. ANIRDESH DEVELOPERS PRIVATE LIMITED IN RESPECT OF PROVIDING CORPORATE GUARANTEE BY THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary 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 ('Act') 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 from time to time and pursuant to recommendation Audit Committee of the Company, the consent of **the Members** of the Company be and is hereby accorded to the Board of Directors of the Company to enter into material related party transaction in connection with corporate guarantee(s) to be given in favour of bank(s) and/ or financial institution(s) or their security agent/trustee ("Lenders") (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise as detailed in the Explanatory Statement) for securing the borrowing(s)/ facility(ies) obtained/ to be obtained by Anirdesh Developers Private Limited ("**ADPL**"), a Subsidiary of the Company, being a related party of the Company under the Companies Act, 2013 and in accordance with the Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company, Lenders, and ADPL, for an aggregate value of INR 75,00,00,000/- (Rupees Seventy-Five Crores only) during the Financial Year 2024-25 provided that the said transaction so carried out shall be at arm's length basis and in the ordinary course of business of the Company.”

RESOLVED FURTHER THAT 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, be and is hereby authorized, to do and perform all such acts, deeds, matter and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing 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/regulatory authorities, as applicable, 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 all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

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RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorized 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(s).”

By Order of Board of Directors

Sd/-
Chandra Prakash Jugani
Company Secretary and Compliance Officer
(ACS 45089)

Place: Mumbai
Date: May 16, 2024

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Notes:

1. The Explanatory statement pursuant to the provisions of Sections 102 and 110 and other applicable provisions of the Act read with Rule 20 & 22 of Companies (Management & Administration) Rules, 2014 stating material facts and reasons for the proposed resolution, is annexed hereto and forms part of the notice. Information required under Regulation 36(3) of the SEBI Listing Regulations and as per Secretarial Standard 2 (SS-2) issued by Institute of Company Secretaries of India with respect to the Directors proposed to be appointed/ re-appointed also annexed to this Notice.
2. In compliance with the provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Company has provided facility to the shareholders to exercise votes through electronic voting system (“Remote E-voting”) on the E-voting platform provided by National Securities and Depositories Limited (“NSDL”). The instructions for E-voting are provided as part of this Postal Ballot Notice.
3. The voting rights of the shareholders shall be reckoned on the equity shares held by them as on May 10, 2024, being the **“Cut-off date”** fixed for this purpose. The Postal Ballot Notice is being sent electronically to all the shareholders, whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of working hours on the cut-off date, and any person who is not a shareholder of the Company as on date specified above shall treat the Notice for information purposes only.

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4. Resolution passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
5. The Board has appointed Mr. Haresh Sanghvi, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner.
6. The Postal Ballot Notice is hosted on the website of the Company at www.ajmera.com and also on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and Notice of the Meeting is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. Shareholders who have not registered their e-mail address are requested to register the same in respect of equity shares held in electronic form with the Depository through their Depository Participant(s) and in respect of equity shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd, C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400083 or a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in.
8. In accordance with the provisions of the MCA Circulars, shareholders 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. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on May 10, 2024 will be considered for the purpose of E-voting.
9. **The Remote e-voting period commences from 9.00 A.M. (IST) on Friday, May 24, 2024 and ends at 5.00 P.M. (IST) on Saturday, June 22, 2024.** Shareholders are requested to cast their vote through the E-voting process not later than **05:00 P.M. (IST)** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Scrutinizer shall submit his report withing 2 working days from closure of the voting i.e. on or before **Tuesday, June 25, 2024** to the Chairman of the Company, or any person authorized by him after the completion of scrutiny, and the result of the voting by postal ballot through the E-voting process will be declared by placing it along with scrutinizer report on the website of the Company (www.ajmera.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
11. The Resolution, if approved by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e **Saturday, June 22, 2024.**
12. The remote e-voting result of the Postal Ballot will be announced at the Registered Office of the Company situated at 2nd Floor, Citi Mall, Link Road, Andheri (West), Mumbai 400 053 within stipulated timelines after completion of scrutiny of E-voting by the Scrutinizer. The remote e-voting result of the Postal Ballot shall be communicated to the stock exchanges where the

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Company's shares are listed and the same shall also be placed on the website of the Company i.e. www.ajmera.com.

13. The vote in this Postal Ballot cannot be exercised through proxy.

14. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to investors@ajmera.com from their registered email addresses mentioning their names, folio numbers/DP ID and Client ID, until last date of remote e-voting of this Postal Ballot.

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

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.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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-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.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.jspVisit 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

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	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login 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.2. 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 for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none">1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.2. 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.3. 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.
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The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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.com 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 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.

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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

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- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 is in active status.
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 cs.hpsanghvi@outlook.com with a copy marked to evoting@nsdl.com

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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 toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.com

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 resolution 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), AADHAAR (self-attested scanned copy of Aadhar Card) by email to rnt.helpdesk@linkintime.co.in and investors@ajmera.com.
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 rnt.helpdesk@linkintime.co.in and investors@ajmera.com. 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.com 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.



EXPLANATORY STATEMENT

Pursuant to Section 102 and 110 of the Companies Act, 2013 (the "Act")

Item No.1

Appointment of Mrs. Hemanti Prashant Sutaria (DIN: 05012487), as a Non-executive Independent Woman Director of the Company:

The Board of Directors at their meeting held on May 9, 2024, based on the recommendation of the Nomination and Remuneration Committee (NRC) appointed Mrs. Hemanti Prashant Sutaria (DIN: 05012487), as an Additional Director in the capacity of an Independent Woman Director of the Company for a first term of 5 (five) consecutive years commencing from May 11, 2024 upto May 10, 2029 and she shall not be liable to retire by rotation.

The Board noted that Mrs. Sutaria's background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- She is Architect with decade of experience in designing projects for reputed brands.
- She has vast experience in Design, Innovation & Dynamism in real estate development.
- She has good knowledge and expertise in business operations, risk management and strategies.
- She possesses a good understanding in financial transactions and financial statements.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the listed entity shall ensure that the approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier and accordingly, approval of the members is sought for appointment of Mrs. Hemanti Prashant Sutaria as an Independent Woman Director of the Company for a first term of 5 consecutive years w.e.f May 11, 2024 upto May 10, 2029.

The Company has received notice under Section 160 of the Act from a member proposing her candidature as an Independent Director of the Company.

The Company has received declarations from Mrs. Hemanti Prashant Sutaria to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

In terms of Regulation 25(8) of Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

In the opinion of the Board, the said Director fulfill the conditions specified under section 149(6) of the Companies Act, 2013 read with rules made thereunder and regulation 16(1)(b) of Listing Regulations for appointment as Independent Director and she is independent of the management of the Company. In terms of the provisions of Section 149(13) of the Act, Independent Director

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is not liable to retire by rotation and accordingly, during her tenure as Independent Director of the Company, she shall not be liable to retire by rotation.

The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday), until the last date of remote e-voting.

The required details in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting, issued by the Institute of Company Secretaries of India is provided in the annexure to item no. 1 to the Notice.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act. Copy of draft letter of appointment of Mrs. Hemanti Prashant Sutaria setting out the terms and conditions of appointment is available for inspection by the Members at the Company's registered office during normal business hours on all working days from the date of dispatch of this Notice until the last date of receipt of votes by Postal Ballot/e-voting.

The Board recommends the Special Resolution, as set out in Item No. 1 of the Notice, for approval by the Members.

Except Mrs. Hemanti Prashant Sutaria, 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 this resolution.

Item No. 2

The Company is engaged in the activities of Real Estate Developments which are carried out either directly or through its subsidiaries. The annual consolidated turnover of the Company as on latest audited financial statements i.e., March 31, 2024 is INR 699.96 Crores.

In furtherance of its business activities, the Company, its Subsidiary/associates have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). All related party transactions are at arm's length and in the ordinary course of business.

In accordance with the Regulation 23 of the Listing Regulations, all Material Related Party Transactions ('RPTs') shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

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Further, Regulation 2(1)(zb) of the Listing Regulations has provided the definition of Related Party and Regulation 2(1)(zc) of the Listing Regulations has enhanced the definition of Related Party Transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

Transaction between the Company and related party:

This transaction, as defined in terms of Regulation 2(1)(zc)(i) of Listing Regulations, shall be undertaken between the Company and related party of the Company, by giving Corporate guarantee in favor of lender against the loan availed by the said related party for its projects, and the same has been approved by only those members of the Audit Committee, who are Independent Directors. at its meeting held on May 9, 2024. Further, the promoters along with their relative(s) are significantly interested in the said resolution.

The approval of the shareholders pursuant to Resolution Nos. 2 is being sought by the Company to enter into and/or continue to enter into and/or continue the related party transaction(s)/ contracts / agreements / arrangements as set out in the Annexure I respectively forming part of the explanatory statement.

The details as required under Regulation 23(4) of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular") are set forth below:

Annexure I

Transaction between the Company and Anirdesh Developers Private Limited (ADPL) Subsidiary of the Company

SN.	Description	Details
1.	Details of 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);	Anirdesh Developers Private Limited (ADPL), (CIN U70200MH2019PTC331121). ADPL is the subsidiary of the Company, wherein the Company holds 84.90% of its paid-up equity share capital
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	ADPL falls within the related party of the company and promoters of the Company are interested in the subsidiary company to the extent of their shareholding of the company
c.	Nature, material terms, Tenure and particulars of contracts or arrangement	ARIIL will be providing Corporate Guarantee to ASK Financial Holdings Pvt Limited (lender) or Debenture Trustee in respect of the Borrowings

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		availed by ADPL for its projects, till the tenure of the Credit Facility extended upto 4 years
d.	Value of Transaction	Up to INR. 75 Crores
e.	Percentage of annual consolidated turnover of ARIIL considering FY 2023-24 as the immediately preceding financial year	10.71% (Consolidated Turnover as March 31, 2024 INR 699.96 Crores).
2.	Justification for the transaction	Arrangement is beneficial at Consolidated level
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: Not Applicable	
	i) details of the source of funds in connection with the proposed transaction	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	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	Not Applicable
5.	Any other information that may be relevant	All important information forms part of the explanatory statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by management and has confirmed that the proposed terms of the contract/agreement meet the arm's length testing criteria. The related party transaction(s)/contract(s) /arrangement(s) also qualifies as contract under ordinary course of business.

The Board recommends the relevant ordinary resolution set forth at Item no. 2 in the Notice for approval of the Members.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item no 2.

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Mr. Rajnikant S. Ajmera, Mr. Manoj I. Ajmera and Mr. Sanjay C. Ajmera and/ or their relative(s), are interested or concerned, financially or otherwise in the resolution or may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

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

By Order of Board of Directors

Sd/-
Chandra Prakash Jugani
Company Secretary and Compliance Officer
(ACS 45089)

Place: Mumbai
Date: May 16, 2024

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Annexure to Item No. 1 of Notice

Information required under Regulation 36(3) of the SEBI Listing Regulations and as per Secretarial Standard 2 (SS-2) issued by Institute of Company Secretaries of India with respect to the Directors proposed to be appointed/re-appointed:

Name of the Director	Mrs. Hemanti Prashant Sutaria
DIN	05012487
Date of Birth	September 3, 1967, Age: 56 Years
Nationality	Indian
Date of First Appointment	May 11, 2024
Terms and Conditions for Appointment	Independent Director for first term of 5 (Five) years commencing from May 11, 2024 upto May 10, 2029.
Qualifications	Graduate (G. D. ARCH.)
Expertise in specific functional area	Architecture
Brief Resume	Mrs. Sutaria is a reputed Architect holds more than Three decades of experience in Design, Innovation & Dynamism. She completed her Graduation (G. D. ARCH.) in Architect in year 1990 from L. S. Raheja Collage Bandra, Mumbai. Mrs. Sutaria holds great ability to understand financial transactions and financial statements. Further, she is a Director on Board of Omnipayments Software Private Limited and partner in Prashant Sutaria Architect (PSA).
Number of shares held in the Company:-	
By self:	Nil
Beneficial owner:	Nil
Directorships held in other Public companies (excluding Foreign Companies and Section 8 Companies)	Nil
Listed entities from which the person has resigned in the past three years	Nil
Chairman/ Member in the Committees of the Boards of above said companies in which she is Director	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se	None
Details of remuneration sought to be paid	Please refer explanatory statement to Item No. 1.
Skills and capabilities required for the role and manner in which the proposed person meets such requirements	Please refer explanatory statement to Item No. 1.
Number of Meetings of the Board attended during the Financial year 2023-24	N.A.