



(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](mailto:investors@aurumproptech.in)

Phone: +91-22-3000 1700

## NOTICE OF TENTH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that 10<sup>th</sup> Annual General Meeting (“AGM”) of the members of AURUM PROPTech LIMITED (formerly known as Majesco Limited) is scheduled to be held on Thursday, September 28, 2023 at 2:00 P. M. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), to transact the following businesses:

### ORDINARY BUSINESS

#### 1. Adoption of Financial Statements

To consider, approve and adopt the audited financial statements of the Company (Consolidated and Standalone) for the financial year ended March 31, 2023 together with Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** the audited (Standalone and Consolidated) financial statements of the Company for the financial year ended on March 31, 2023 and the Reports of the Board of Directors and Auditors thereon as circulated to the Members be and are hereby considered and adopted.”

#### 2. Retirement by Rotation

To appoint Shri Ramashrya Yadav (DIN: 00145051), who retires by rotation as a Director, and in this regard pass the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Ramashrya Yadav (DIN: 00145051) Non-Executive Director of the Company,

who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

### SPECIAL BUSINESS

#### 3. Approve the variation in the estimated amount of objects of rights issue proceeds

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

“**RESOLVED THAT** with reference to the letter of offer of the company dated April 08, 2022 pursuant to which the Company has issued and allotted partly paid equity shares of the Company to its shareholders on a rights basis (**Rights Issue**), and pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by or the Securities Exchange Board of India and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to approve the change in estimated amount of objects of rights issue proceeds, to the limited extent, as set out below:

## NOTICE (Contd.)

<b>Disclosure in the Letter of Offer vis-à-vis utilization of Issue Proceeds towards Product Development, Product Marketing objects</b>	<b>Variation in the estimated amount</b>
Product Development: ₹ 3,750 Lakhs Product Marketing: ₹ 3,100 Lakhs	I. Change in the estimated amount of Product Development and Product Marketing objects  II. Unutilized amount of Product Development and Product Marketing objects, to be utilized for funding Inorganic growth initiatives and general corporate purposes including repayment of principal and interest on loans taken by the Company.
<b>Disclosure in the Letter of Offer vis-à-vis utilization of Issue Proceeds towards Identified Investment object</b>	<b>Variation in the estimated amount</b>
Helloworld Technologies India Private Limited: a) Purchase of equity shares: ₹ 4,200 Lakhs b) Subscription of further equity shares/loan/ line of credit/ convertible note: ₹ 1,800 Lakhs	Unutilized amount of ₹ 389 Lakhs out of ₹ 4,200 Lakhs (purchase of equity shares) to be utilized for growth initiatives and general corporate purposes including repayment of principal and interest on loans taken by the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to these resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary to comply with the applicable provisions of the Companies Act, 2013 and rules made there under for the time being in force or and any modification or changes implemented during the course of the desirable including without limitation, to make modifications, changes, variations, alterations or revisions in the matters relating to acquisitions and strategic initiatives as it may deem fit, seek requisites approvals from the appropriate authorities, appoint consultants, advisors and other agencies.

**RESOLVED FURTHER THAT** a copy of the above resolutions, certified by any director or the Company Secretary of the Company, be forwarded to all concerned authorities, agencies or parties for necessary action from time to time”.

#### 4. Approve the Material Related Party Transactions of the Subsidiaries of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (Listing Regulations), read with Section 188 of the Companies Act, 2013 (the Act) and other applicable provisions, if any along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or reenactments thereof and the Company’s Policy on the Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Subsidiaries (as defined under the Companies Act, 2013) of the Company, to enter into and/or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) in terms of the explanatory statement to this resolution and more specifically set out in Table nos. A1 to A5 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. A1 to A4.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized 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



## NOTICE (Contd.)

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.”

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

**Onkar Shetye**

Executive Director  
DIN: 06372831

Place: Navi Mumbai  
Date: July 18, 2023

Registered office:

Aurum Q1, Aurum Q Parc,

Thane Belapur Road,

Navi Mumbai 400 710

(CIN): L72300MH2013PLC244874

<https://aurumproptech.in/>

E-mail: [investors@aurumproptech.in](mailto:investors@aurumproptech.in)

### NOTES:

1. The respective Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 3 & 4 of the accompanying Notice are annexed hereto.
2. General instructions for accessing and participating in the 10th Annual General Meeting (AGM) through VC/ OAVM Facility and voting through electronic means including remote e-Voting:
  - a) The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated December 28, 2022, read together with circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
  - b) Since AGM is being held through VC/OAVM, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  - c) Since the AGM is held through VC/OAVM facility, the road map is not annexed in the Notice.

### Dispatch of Annual Report through Electronic mode

- a. In line with the MCA Circular No. 17/2020 dated April 13, 2020 and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ Depository Participants. Notice of the AGM and Annual Report 2022-23 will also be made available on the website of the Company at <https://aurumproptech.in/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of NSDL (agency for providing the Remote e-voting facility) i.e. <https://www.evoting.nsdl.com>.
- b. Members who have not registered their e-mail address with the Company / Depository / Depository Participant are requested to register their e-mail address by clicking on the below link and follow the registration process as guided there at: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/). In case of any queries, members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- c. As the AGM is being conducted through

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- VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to send their questions in advance mentioning their name, demat account number/folio number, e-mail ID, mobile number at [investors@aurumproptech.in](mailto:investors@aurumproptech.in). Questions received by the Company till 5:00 p.m. on Monday, September 25, 2023 shall only be considered and responded during the AGM.
3. The members of the Company, holding shares in physical form or in dematerialized form, as on the cut-off date being Thursday, September 21, 2023 may cast their vote through remote e-voting or voting at the AGM.
  4. The voting rights of members shall be in proportion to the number of shares held by the members as on the cut-off date being Thursday, September 21, 2023.
  5. A person holding shares in physical form and non-individual shareholders who acquires shares of the Company and becomes member of the Company after dispatch of AGM Notice via e-mail and holding shares as of the cut-off date i.e. Thursday, September 21, 2023 may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-voting then he/she can use his / her existing user ID and password for casting the vote. If you forgot your password, you can reset your password by using the “Forgot User Details/ Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll-free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
  6. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
  7. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
  8. Members who have cast their votes by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
  9. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain close from Friday, September 22, 2023 to Thursday, September 28, 2023 (both days inclusive), for the purpose of AGM.
  10. Mr. Ainesh Jethwa, Practicing Company Secretary (ICSI Membership No. ACS 27990) (Certificate of Practice No. 19650), has been appointed as Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.

**INSPECTION OF DOCUMENTS**

- a. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, certificate issued by Statutory Auditors of the Company as required under the SEBI (Share Based Employee Benefits) Regulations, 2014 and all documents as mentioned in the resolutions and/ or explanatory statement, are available for inspection through electronic mode, up to the date of AGM.
- b. Members seeking any information with regard to Accounts or any other matter to be considered at AGM are requested to write to the Company on or before Thursday 21, September 2023 by sending an at [investors@aurumproptech.in](mailto:investors@aurumproptech.in)
11. Pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by



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sending a nomination in the prescribed Form No. SH-13, to the Registrar & Share Transfer Agent. Members holding shares in electronic form may contact their respective Depository Participant(s) to avail this facility.

- Members may note that, as mandated by SEBI, the securities of listed companies can be transferred only in dematerialized form with effect from, April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio

management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

- SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form are therefore, requested to submit their PAN to their depository participants. Members holding shares in physical form are required to furnish PAN to the Registrar & Share Transfer Agent.

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### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- Institutional/ Corporate members are encouraged to attend and vote at the AGM through VC/OAVM. Institutional / Corporate members intending to authorize their representatives to attend and vote at the AGM are required to send a certified scanned copy (pdf/jpeg format) of the Board Resolution/ authority letter, with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Ainesh Jethwa [ainesh@csaineshjethwa.com](mailto:ainesh@csaineshjethwa.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the day of the AGM will be provided by NSDL.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investors@aurumproptech.in](mailto:investors@aurumproptech.in) from Saturday, September 23, 2023 (9:00 a.m. IST) to Monday, September 25, 2023 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://aurumproptech.in/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
9. Members are encouraged to join the Meeting through Laptops for better experience.
10. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
11. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
12. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email, mobile number at [investors@aurumproptech.in](mailto:investors@aurumproptech.in). The same will be replied by the company suitably.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

**The remote e-voting period begins on Monday, September 25, 2023 at 9:00 A.M. and ends on Wednesday, September 27, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, September 21, 2023 , may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 21, 2023.**



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**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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 09, 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"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; border: 1px solid black; padding: 5px; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div> </div>

## NOTICE (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) 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 or joining virtual meeting & voting during the meeting.

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting 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.





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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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nSDL.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://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](mailto:evoting@nSDL.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

## NOTICE (Contd.)

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
2. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
3. Now, you will have to click on “Login” button.
4. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.****How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 Jethwa <[ainesh@csaineshjethwa.com](mailto:ainesh@csaineshjethwa.com)> with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request to Tejas Chaturvedi at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose e-mail 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](mailto: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](mailto:investors@aurumproptech.in). If you are an Individual shareholder 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 and joining

## NOTICE (Contd.)

virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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 09, 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.

### **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **EVOTING RESULTS**

The results of e-voting shall be declared not later than 48 hours of conclusion of AGM. The declared results along with Scrutinizer's Report shall be placed on the website of the Company at <https://aurumproptech.in/> and on the website of NSDL at <https://www.evoting.nsdl.com>. The results shall also be communicated to the Stock Exchanges on which shares of the Company are listed. Subject to receipt of requisite number of votes, resolutions set out in the notice will be deemed to be passed on the date of AGM.

### **IEPF RELATED INFORMATION**

Members who wish to claim dividends that remain unclaimed/ unpaid are requested to write to the Company's Registrar & Share Transfer Agent or the Company Secretary, at the Company's Registered email. Members are requested to note that dividends that are not claimed or remain unpaid for seven years from the date of transfer to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund (IEPF). Further, equity shares in respect whereof dividend remains unclaimed / unpaid for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act read with Rules notified thereunder, as may be amended from time to time.

## NOTICE (Contd.)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 3**

With reference to the letter of offer of the company dated April 08, 2022 pursuant to which the Company has issued and allotted partly paid equity shares of the Company to its shareholders on a rights basis (Rights Issue).

The Net Proceeds from the Rights Issue were proposed to be utilized by the Company for the following objects:

1. Development of PropTech products and services (Product Development);
2. Marketing of PropTech products and services (Product Marketing);
3. Identified Investments; and
4. Funding inorganic growth initiatives and other general corporate purposes

Based on the current business plan and various other factors the Board of Directors proposes for, the approval of the shareholders of the Company by way of special resolution for:

- i) Change in estimated amount of ₹ 3,750 Lakhs of Product Development and of ₹ 3100 Lakhs of Product Marketing;
- ii) Unutilized amount of Product Development and Product Marketing, to be utilized for funding inorganic growth initiatives and general corporate purposes including repayment of principal and interest on the loans taken by the Company.
- iii) Variation in unutilized amount of ₹ 389 Lakhs out of ₹ 4,200 Lakhs (purchase of equity shares) of Helloworld Technologies India Private Limited to be utilized for growth initiatives and general corporate purposes.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the said resolutions.

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

**Item No. 4**

The Company is engaged in the business of developing and providing digital technology products, services and platforms with a specific focus on the real estate industry. Its core business is 'PropTech' which brings within its ambit the use of technology and software solutions for disparate needs of the real estate sector and offers advanced data and analytics capabilities for real-time feedback.

In furtherance of its business activities, the Company and its Subsidiaries 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 of the Company and its Subsidiaries are at arm's length and in the ordinary course of business.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises majority of Independent Directors. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

The related party transactions between the subsidiaries of the Company are also approved by the audit committee of the Company and the Board of the Company.

In accordance with Regulation 23(2)(c) of the Listing Regulations, approval of the shareholders is being sought for transactions between Subsidiaries of the Company for availing or rendering of services of each other;

The value of related party transactions specified in the Tables below exclude duties and taxes.

The approval of the shareholders pursuant to Resolution No. 4 is being sought for the following related party transactions / contracts / agreements / arrangements set out in Table nos. A1 to A4.



## NOTICE (Contd.)

In addition to the transactions set out in the Tables below, approval of the shareholders is also being sought for any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee. The values of such additional transactions are included in the values set out in each of the Tables below.

The value of transactions (for which the approval is being sought) for the period commencing from April 01, 2023 till the date of this Notice has not exceeded the materiality threshold.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

**A 1. Transaction between Integrow Asset Management Private Limited ( IAML ) and Aurum Analytica Private Limited ( AAPL ) (Formerly known as Blink Advisory Services Private Limited):**

Sr no.	Particulars	Details
1	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)	<p>Aurum Analytica Private Limited (AAPL) (Formerly known as Blink Advisory Services Private Limited) and Integrow Asset Management Private Limited (IAML).</p> <p>AAPL and IAML are fellow subsidiaries.</p> <p>AAPL is a wholly owned subsidiary of the Company and IAML is a subsidiary of the Company as it has the right at all times to nominate and appoint majority of Directors on the Board of IAML.</p> <p>The Company holds 100% of the paid-up equity share capital of AAPL and holds 49.13% of paid-up equity share capital of IAML.</p>
2	Type, tenure, material terms and particulars	<p>AAPL is engaged in the business of providing data driven solutions to enable enterprises from various sectors including but not limited to real estate, in engaging and transacting with their customers, channel partners and communities</p> <p>IAML acts as an asset or investment manager, advisor, in respect of various investment or pooled investment vehicles and is engaged in rendering all such services related to portfolio manager of securities to clients in India and abroad</p> <p>IAML will avail the services of:</p> <p>i) Data acquisition &amp; enrichment and Product development from AAPL.</p> <p>ii) IT Consultation for Software development, data cleaning from AAPL.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the next 3 financial years i.e., from 2023-24 to 2025-26.</p>

## NOTICE (Contd.)

Sr no.	Particulars	Details
3	Value of the proposed transaction	<p>i) The monetary value for availing service of Data Acquisition &amp; Enrichment and Product Development from AAPL to IAML and allied transactions:</p> <p>(a) for 2023-24 is estimated to be ₹ 25 Lakhs and</p> <p>(b) for 2024-25 and 2025-26 the value of services is estimated to be ₹ 50 Lakhs each year.</p> <p>ii) The monetary value for availing service of IT Consultation for Software development, data cleaning from AAPL to IAML and allied transactions:</p> <p>(a) for 2023-24 is estimated to be ₹ 100 Lakhs and</p> <p>(b) for 2024-25 and 2025-26 the value of services is estimated to be ₹ 50 Lakhs each year.</p>
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i) The estimated transaction value for availing of services of Data Acquisition &amp; Enrichment and Product Development from AAPL to IAML and allied transactions for 2023-24 represents:</p> <p>a) 0.20% of the annual consolidated turnover of the Company for 2022-23;</p> <p>b) 14.37% of annual turnover of AAPL for 2022-23 and</p> <p>c) 2.32% of annual turnover of IAML for 2022-23.</p> <p>ii) The estimated transaction value for availing of services of IT Consultation for Software development, data cleaning from AAPL to IAML and allied transactions for 2022-23 represents:</p> <p>a) 0.79% of the annual consolidated turnover of the Company for 2022-23;</p> <p>b) 57.47% of annual turnover of AAPL for 2022-23 and</p> <p>c) 9.29% of annual turnover of IAML India for 2022-23.</p>
5	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
6	Justification as to why the RPT is in the interest of the listed entity	The related party transaction for software subscription and IT consultation fees between AAPL and IAML is well-founded due to AAPL's tailored expertise, seamless integration potential, cost-effectiveness, established trust for confidentiality, customization aligned with IAML's needs, and agile support. This transaction holds the promise of optimizing IAML's IT infrastructure and operations in a manner that resonates with its core values and objectives, while maintaining transparency and regulatory compliance.
7	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
8	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.





## NOTICE (Contd.)

Mr. Vasant Gujarathi, is an Independent Director of the Company and also a Director of both AAPL and IAML;

Mr. Ramashrya Yadav is a Non-Executive Director of the Company and also a Director of IAML and Mr. Kunal Karan, CFO of the Company, is a Director of AAPL and their relatives, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

**A 2. Transaction between Monk Tech Labs Pte Limited (THML) and Monk Tech Venture Private Limited (MTVL):**

Sr no.	Particulars	Details
1	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)	Monk Tech Labs Pte Limited (THML) and Monk Tech Venture Private Limited (MTVL)
		THML and MTVL are fellow subsidiaries. THML and MTVL are subsidiaries of the Company. The Company holds 49.13% of paid-up equity share capital of THML and holds 51% of paid-up equity share capital of MTVL.
2	Type, tenure, material terms and particulars	Type, tenure, material terms and particulars THML is engaged in the business of Development of Software and Applications for real estate business. MTVL is engaged in the business of software development, management consultancy and marketing support services. THML will avail the service of Software development, sales and marketing, allied services from MTVL
		The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the next 5 financial years i.e., from 2023-24 to 2027-28.
3	Value of the proposed transaction	The monetary value for availing service of the service of marketing Software development & support services from MTVL to THML and allied transactions: (i) for 2023-24 is estimated to be ₹ 600 Lakhs and (ii) for 2024-25 to 2027-28 the value of service is estimated to be ₹ 4,030 Lakhs in total
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	i) The estimated transaction value for availing of the services of marketing Software development & support services from MTVL to THML and allied transactions for 2023-24 represents: a) 4.73% of the annual consolidated turnover of the Company for 2022-23; b) MTVL incorporated on April 10, 2023, accordingly the percentage of Annual Turnover is not applicable. c) 168.54% of annual turnover of THML India for 2022-23.
5	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable

## NOTICE (Contd.)

Sr no.	Particulars	Details
6	Justification as to why the RPT is in the interest of the listed entity	The rationale behind the related party transaction involving software development and marketing services between THML and MTVL is firmly grounded in the benefits it brings, encompassing expertise, cost-effectiveness, harmonious collaboration, confidentiality, tailored solutions, adaptability, and swift market entry. This transaction, conducted in full transparency and compliance with applicable regulations, holds the potential to culminate in the triumphant launch of a software product and a meticulously crafted marketing campaign, seamlessly aligned with THML's core goals and principles.
7	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
8	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Mr. Kunal Karan, CFO and Mr. Onkar Shetye, Executive Director of the Company are also Directors of MTVL and THML; and their relatives, to the extent of their shareholding, if any, may be deemed to be concerned or interested in the said transactions.

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 said transactions.

### A3. Transaction between Vartaman Consultants Private Limited (VCPL) and Integrow Asset Management Private Limited (IAML):

Sr no.	Particulars	Details
1	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)	Vartaman Consultants Private Limited (VCPL) and Integrow Asset Management Private Limited (IAML). VCPL and IAML are fellow subsidiaries. VCPL is the wholly owned subsidiary of the Company. IAML is a subsidiary of the Company as it has the right all times to nominate and appoint majority of Directors on the Board of IAML and The Company holds 49.13% of paid-up equity share capital of IAML and holds 100% of paid-up equity share capital of VCPL.
2	Type, tenure, material terms and particulars	VCPL is engaged in the business of marketing, advertising, website solutions, digital media, ecommerce, advisory and consultancy services. IAML acts as an asset or investment manager, advisor, in respect of various investment or pooled investment vehicles and is engaged in rendering all such services related to portfolio manager of securities to clients in India and abroad. IAML will avail service of Marketing and distribution of Advertisement and Media service from VCPL. The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 3 financial years i.e., from 2023-24 to 2025-26.



## NOTICE (Contd.)

Sr no.	Particulars	Details
3	Value of the proposed transaction	The monetary value for availing service of Marketing and distribution of Advertisement and Media service from VCPL to IAML and allied transactions:  (i) for 2023-24 is estimated to be ₹ 300 Lakhs and  (ii) for 2024-25 and 2025-26 the value of service is estimated to be ₹ 500 Lakhs each year.
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated transaction value for availing of services of Marketing and distribution of Advertisement and Media service from VCPL to IAML and allied transactions for 2023-24 represents:  a) 2.36% of the annual consolidated turnover of the Company for 2022-23;  b) 172.41% of annual turnover of VCPL for 2022-23 and  c) 30000% of annual turnover of IAML India for 2022-23.
5	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
6	Justification as to why the RPT is in the interest of the listed entity	The transaction involving marketing and distribution services between IAML and Vartaman Consultants Private Limited finds its basis in their inherent synergy and shared corporate environment. Drawing on their profound understanding of the parent company's brand, audience, and strategy, this transaction enables a harmonious collaboration that enhances the effectiveness of marketing endeavors and distribution networks.
7	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
8	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Mr. Vasant Gujarathi is an Independent Director, Mr. Ramashrya Yadav, Non-Executive Director of the Company are also Directors of IAML,

Mr. Kunal Karan being CFO and Mr. Srirang Athalye, Director of the Company are also Directors of VCPL and his relatives, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

## NOTICE (Contd.)

**A 4. Transaction between K2V2 Technologies Private Limited (K2V2) and Integrow Asset Management Private Limited (IAML):**

Sr no.	Particulars	Details
1	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)	<p>K2V2 Technologies Private Limited (K2V2) and Integrow Asset Management Private Limited (IAML).</p> <p>The Company holds 44.44 % of paid-up equity share capital of K2V2 and holds 49.13% of paid-up equity share capital of IAML.</p> <p>K2V2 and IAML are fellow subsidiaries.</p> <p>K2V2 and IAML are subsidiaries of the Company as the Company has the right all times to nominate and appoint majority of Directors in K2V2 and IAML</p>
2	Type, tenure, material terms and particulars	<p>K2V2 is engaged in the business of development of software development and technology products used in the field of real estate.</p> <p>IAML acts as an asset or investment manager, advisor, in respect of various investment or pooled investment vehicles and is engaged in rendering all such services related to portfolio manager of securities to clients in India and abroad</p> <p>IAML will avail service of Sales, CRM and Subscription of Sell.do and Kylas CRM product from K2V2 .</p> <p>The above transactions will be at market price. The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the next 3 financial years i.e., from 2023-24 to 2025-26.</p>
3	Value of the proposed transaction	<p>The monetary value for availing service of Sales, CRM, Subscription of Sell.do and Kylas CRM product from K2V2 to IAML and allied transactions:</p> <p>(i) for 2023-24 is estimated to be ₹ 25 Lakhs and</p> <p>(ii) for 2024-25 and 2025-26 the value of service is estimated to be up to ₹ 25 Lakhs each year.</p>
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value for availing of services of Sales, CRM, providing Subscription of Sell.do and Kylas CRM product from K2V2 to IAML and allied transactions for 2023-24 represents:</p> <p>a) 0.20% of the annual consolidated turnover of the company for 2022-23;</p> <p>b) 14.37 % of annual turnover of K2V2 for 2022-23; and</p> <p>c) 0.49 % of annual turnover of IAML India for 2022-23.</p>
5	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
6	Justification as to why the RPT is in the interest of the listed entity	<p>The transaction between K2V2 and IAML capitalizes on K2V2's specialized software offering, tailored to meet the unique operational needs of the IAML. This arrangement not only fosters seamless integration due to their shared understanding of the company's processes but also ensures cost-effectiveness, direct technical support, and the preservation of sensitive data within the secure confines of the corporate network. By leveraging this related party transaction, both subsidiaries can optimize their resource allocation and collaboration while maintaining adherence to regulatory standards.</p>



## NOTICE (Contd.)

Sr no.	Particulars	Details
7	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
8	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Mr. Vasant Gujarathi is an Independent Director; Mr. Ramashrya Yadav, Non-Executive Director of the Company are also Directors of IAML;

Mr. Kunal Karan CFO, Mr. Ajit Joshi, an Independent Director of the Company are also Directors of K2V2 to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item No. 4 whether the entity is a related party to the particular transaction or not.

The Board commends the Ordinary Resolutions set out at Item No. 4 of the Notice for approval by the Members.

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

Place: Navi Mumbai  
Date: July 18, 2023

Registered office:  
Aurum Q1, Aurum Q Parc,  
Thane Belapur Road,  
Navi Mumbai 400 710  
(CIN): L72300MH2013PLC244874  
<https://aurumproptech.in/>  
E-mail: [investors@aurumproptech.in](mailto:investors@aurumproptech.in)

**Onkar Shetye**  
Executive Director  
DIN: 06372831

**ANNEXURE TO ITEM NO. 2**

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), the particulars of Directors who are proposed to be appointed / reappointed, are given below:

<b>Sr no.</b>	<b>Particulars</b>	<b>Details of Mr. Ramashrya Yadav</b>
1.	DIN	00145051
2.	Category	Non-Executive Director
3.	Date of Birth	20-08-1974
4.	Age	49 Years
5.	Nationality	Indian
6.	Qualifications	Alumnus of Harvard Business School
7.	Experience (including expertise in specific functional area) / Brief Resume	Mr. Ramashrya Yadav has an extensive experience of 22 Years in the field of Construction, Real Estate, Banking & Investment.
8.	Terms and Conditions of Appointment	Non-Executive Director liable to retire by rotation
9.	Remuneration last drawn (including sitting fees, if any for F.Y 2022-2023)	₹ 3,00,000/-
10.	Remuneration proposed to be paid	Sitting fees for Board and Committee Meetings.
11.	Date of first appointment on the Board	23-07-2021
12.	Shareholding in the Company as on date of Notice	47,900 shares
13.	Relationship with other Directors / Key Managerial Personnel	None
14.	Number of meetings of the Board attended during the financial year (2022-23)	Four
15.	Directorships of other Boards	1) Aurum PropTech Limited 2) Integrow Asset Management Private Limited 3) Eleven Point Two Capital Advisory Services Private Limited
16.	Chairman/ Member in the committees of Board of other Companies in which he is the Director	<b>Aurum PropTech Limited</b> Investors' Grievances and Stakeholders' Relationship Committee - Chairman. Corporate Social Responsibility Committee- Member