

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Fortieth (40th) Annual General Meeting ("AGM") of Arihant Superstructures Limited (**the company**) will be held on Saturday, 23rd September, 2023 at 11AM through **Video Conferencing ("VC")** or **Other Audio Visual Means ("OAVM")**, to transact the following business. The Registered Office of the Company shall be the deemed venue of the AGM:

ORDINARY BUSINESS:

Item No. 01: Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements (Stand-alone and Consolidated) of the Company for the Financial Year ended March 31, 2023, and the Reports of Directors (**the Board**) and Auditors thereon.

Item No. 02: Appointment of Statutory Auditor of the Company for a period of 5 (five) years from F.Y. 2022-23:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and as per the applicable regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as recommended by Audit Committee, and approved by the Board, the consent of the Members be and is hereby accorded to appoint M/s. Ummed Jain & Co., Chartered Accountants, Mumbai (Firm Registration No. 119250W), as Statutory Auditors of the Company for the 1st term of 5 (five) consecutive years from the conclusion of the this Annual General Meeting till the conclusion of the Annual General Meeting to be held for F.Y. 2027-28.

RESOLVED FURTHER THAT, the remuneration of the Statutory Auditors shall be Rs. 10,00,000/- (Rupees Ten Lakhs Only), from time to time, subject to the approval of the Audit Committee, Members and Board of Directors, from time to time."

RESOLVED FURTHER THAT, the Managing Director and Whole Time Director of the Company, either jointly or

severally be and are hereby authorised to file the said resolution with the Registrar of Companies, Mumbai, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

Item No. 03: Retirement by Rotation:

To appoint a Director in place of Mr. Parth Ashokkumar Chhajjer (DIN: 06646333), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment

Item No. 04: Declaration of Dividend:

To declare a Final Dividend of Rs. 0.50 per Equity Share for the Financial Year ended 31st March, 2023.

SPECIAL BUSINESS:

Item No. 05: To consider and approve re-appointment of Mr. Ashokkumar B. Chhajjer (DIN: 01965094) as the Chairman & Managing 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 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the consent of Shareholders of the Company be and hereby accorded for the re-appointment of Mr. Ashokkumar B. Chhajjer (DIN: 01965094) as the Chairman & Managing Director of the Company for a period of 5 (Five) Years commencing from 15th January, 2024 and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any

Committee constituted/ to be constituted by **the Board**) from time to time to alter the said terms and conditions of re-appointment and remuneration of Mr. Ashokkumar B. Chhajjer in the best interests of the Company

RESOLVED FURTHER THAT, the remuneration payable to Mr. Ashokkumar B. Chhajjer, shall be Rs. 90 Lakhs (Rupees Ninety Lakhs Only) per annum which is within the limits specified under Section 197 of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and any other regulations, as applicable in this regard and in the event of loss or inadequacy of profits, the minimum remuneration payable to Mr. Ashokkumar B. Chhajjer, shall be as per the terms stated in Section II, Part II of Schedule V to the Companies Act, 2013."

RESOLVED FURTHER THAT, the Whole time Director of the Company, either jointly or severally be and is hereby authorized to file the said resolution with the Registrar of Companies, Mumbai and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

Item No. 06: To discuss and consider the matter of Raising Funds through issue of Securities:

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

"**RESOLVED THAT**, pursuant to provisions of Sections 23, 42, 62 and 71 and other applicable provisions, if any, of the Companies Act 2013, and the applicable rules framed thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), including any amendment(s) or statutory modification(s) or re-enactment(s) thereof for the time being in force ("**Companies Act**") read with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and the provisions of the Foreign Exchange Management Act, 1999 and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the

Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014 as amended from time to time ("**FEMA Regulations**") and such other statutes, notifications, clarifications, circulars, rules, regulations, as may be applicable and relevant or guidelines promulgated or issued from time to time by the Ministry of Finance, Ministry of Corporate Affairs ("**MCA**"), Government of India ("**GOI**"), the Reserve Bank of India ("**RBI**"), Real Estate Regulatory Authority ("**RERA**"), the Securities and Exchange Board of India ("**SEBI**"), the stock exchanges where the Equity Shares of the Company are listed ("**Stock Exchanges**"), Registrar of Companies, Mumbai ("**RoC**") and any other appropriate authorities, institutions or bodies in India or abroad, as may be applicable and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with each of the Stock Exchanges and subject to such approvals, consents, permissions and sanctions, if any, required from the GOI, RBI, RERA, MCA, SEBI, ROC, Stock Exchanges and any other appropriate authorities, institutions or bodies in India or abroad, as may be necessary and in supersession of any previous resolutions passed in this regard, and subject to such terms, conditions or modifications as may be prescribed or imposed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed to/ accepted by the Board of Directors (hereinafter referred to as the "**Board**" which term shall deem to include any committee thereof, constituted or to be constituted to exercise its powers conferred by this resolution) consent of the shareholders be and is hereby accorded to the Company in its absolute discretion, to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, Global Depository Receipts ("**GDRs**"), American Depository Receipts ("**ADRs**"), Foreign Currency Convertible Bonds ("**FCCBs**"), nonconvertible debentures with or without warrants, preference shares convertible into Equity Shares, other financial instruments convertible into Equity Shares (including warrants or otherwise, in

registered or bearer form), any security convertible into Equity Shares with or without voting/special rights, securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, up to Rs. 500 Crores (Rupees Five Hundred Crores only) or equivalent thereof in one or more foreign currencies and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through one or more of the permissible modes including but not limited to preferential issue, private placement and Qualified Institutional Placement ("QIP"). Follow on Public Offer ("FPO") or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be mentioned in the prospectus and/or offer document and/or placement document and/or private placement offer letter (along with the application form) and/or such other documents/writings/circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, in one or more tranches, whether Indian rupee denominated or denominated in foreign currency, to residents and/or non-residents and/or Indian and/or multilateral financial institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/ or stabilizing agent or otherwise, Qualified Institutional Buyers as defined under the SEBI ICDR Regulations ("QIBs") including resident and/or Non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise), Foreign Portfolio Investors ("FPI's"), Companies/ Mutual Funds/Pension Funds/Venture Capital Funds/Banks, alternative investment funds, insurance companies, to all or any other category of investors who are authorized to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above (whether or not such investors are Members of the Company, to all or any of them, jointly and/ or severally), as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions

and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed by the Company and the terms of the issuance as may be permitted by SEBI, the Stock Exchanges, RBI, MCA, GOI, ROC, RERA or any other concerned governmental / statutory / regulatory authority in India or abroad, together with any amendments and modifications thereto, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate, and as may be permitted under applicable law from time to time ("Issue").

"RESOLVED FURTHER THAT, in pursuance of the aforesaid resolution, the Securities to be created, offered, issued, and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company, as updated and the Equity Shares may be created, offered, issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects including dividend with the existing Equity Shares of the Company.

"RESOLVED FURTHER THAT, without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and transferability thereof in accordance with the applicable laws & prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

"RESOLVED FURTHER THAT, the issue and allotment of securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.

"RESOLVED FURTHER THAT, the approval of the Members of the Company be and is hereby accorded to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or to be allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the Issue.

"RESOLVED FURTHER THAT, the approval of the Members of the Company be and is hereby accorded to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

"RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, the Board (or committee appointed by it thereof) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, the date of opening and closing of the Issue, number of Securities to be allotted, issue price, face value, premium amount on issue/ conversion of the Securities, if any, rate of interest, redemption period, listings on one or more stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any Securities as may be required either on pari-passu basis or otherwise, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, finalize utilisation of the proceeds of the Issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the Stock Exchanges, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit 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, and all actions taken by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to engage/appoint the Book Running Lead Manager, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees, costs, charges or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, certificates, declarations, undertakings, applications etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s). We hereby also give our approval for any engagements/ appointments which may have already been entered into for the purpose of giving effect to the resolutions as proposed in this notice.

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to do such acts, deeds and matters as may be necessary and also to delegate all or any of the powers conferred on them by or under this Resolution to any Director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as it may consider appropriate in order to give effect to this Resolution, Exchanges, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit 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, and all actions taken by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

Item No. 07: To consider and approve appointment of Mr. Pramod Deshpande as an Independent Director of the Company for the 1st term of 5 years.

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

"RESOLVED THAT, pursuant to the provisions of Section 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Pramod Deshpande (DIN: 10204931), as an Independent Director of the Company with effect from 10th August, 2023 to hold office for a period of 5 (Five) consecutive years commencing from 10th August, 2023 till 9th August, 2028."

Item No. 08: To approve the proposed Material Related Party Transactions for the Financial Year 2023-24:

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

"RESOLVED THAT, pursuant to the Regulation 2(zb), 2(zc) and 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 184, 185, 186, 188 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof and any rules

thereunder for the time being in force), and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary and pursuant to the approval of the Audit Committee, the consent of the Shareholders be and is hereby accorded for the Material Related Party Transactions proposed to be entered in the Financial year 2023-24 as per details as set out under Item no. 08 of the Explanatory Statement annexed to this Notice with Related Parties as defined under various provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other regulations applicable to the Company.

"RESOLVED FURTHER THAT, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to finalize the terms and to execute agreements, deeds or writings required to be executed in relation to the proposed Material Related Party Transactions and to do all acts, things and deeds as may be deemed necessary to give effect to this resolution."

For and on behalf of the Board of Directors
Arihant Superstructures Limited

Ashokkumar B. Chhajer
Chairman & Managing Director
Place: Mumbai Date: 30th August 2023 DIN: 01965094

Registered Office:
"Arihant Aura", 25th Floor, B-Wing, Plot No. 13/1,
TTC Industrial Area, Thane Belapur Road,
Turbhe, Navi Mumbai - 400 705
CIN: L51900MH1983PLC029643
Tel: 91 22 62493333 Fax: 91 22 62493334
Email: info@asl.net.in, investor@asl.net.in, cs@asl.net.in
Website: www.asl.net.in

Notes:

- In pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the EGM/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, May 05, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/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 venue voting on the date of the EGM/AGM will be provided by NSDL.

- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at 31st August, 2023. 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 and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
- EGM/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 Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday 18th September, 2023 at 09:00 A.M. and ends on Friday, 22nd September, 2023 at 05:00 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. 16th September, 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 16th September, 2023.

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 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.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-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 & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp |
| | <ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/, either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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. |

- Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider 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.
- 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.
- 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.

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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdsindia.com 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.
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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

Step 2: Cast your vote electronically 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 rhs@csdakamat.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.co.in

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

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

This information forms a part of the Notice and Explanatory Statement for the 40th Annual General Meeting:

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by ICSI:

| Name | Mr. Pramod Deshpande (DIN: 10204931) (Additional Independent Director) | Mr. Ashokkumar B Chhajjer (DIN: 01965094) (Chairman & Managing Director) | Mr. Parth A Chhajjer (DIN: 06646333) (Whole-Time Director) |
|---|--|--|--|
| Age | 64 | 53 | 28 |
| Qualification | Diploma in Architecture | BSC | Bachelor of Science (Economics) |
| Experience | 1. Worked for over 35 years from 1984 in semi-Government Corporation of Government of Maharashtra in MIDC. 2. During his tenure serve in various Department of MIDC like Architecture & Planning, SEZ, DMICDC & other Departments and retired from MIDC as Associate Architect as Class I officer in December, 2016 | Over 2 decades in the real estate business Prior experience ranging from textile, oil refinery to real estate sector At, Arihant, he overseas corporate strategy, project design and land acquisition functions. Works relentlessly towards, transparency, corporate governance and stakeholder management. | Worked briefly with the leading capital markets group CLSA in its India Equity Research Team before joining Arihant Superstructures Limited in 2018. Responsible for product development, marketing & sales strategy and actively involved in finance function. |
| No. of Shares held | NIL | 1,23,09,147 | 60,85,341 |
| Terms & Conditions | The appointment of Mr. Pramod Deshpande as Additional Independent Director of the Company was approved by passing circular resolution dated 3 rd August, 2023 | The re-appointment of Mr. Ashokkumar B Chhajjer as a Chairman and Managing Director of the Company is subject to approval of Shareholders approval in the Annual General Meeting to be held on 23 rd September, 2023 | Term of 5 years, subject to retire by rotation |
| Remuneration Last Drawn | NA | 72,80,000 | 35,00,000 |
| Remuneration sought to be paid | NA | 90,00,000 | 40,00,000 |
| Number of Board Meetings attended during the Financial Year 2022-23 | 0 | 4 | 3 |

| First Date of Appointment | 10 th August, 2023 | 15 th January, 2009 | 23 rd July, 2022 |
|--|-------------------------------|---|--|
| Date of Appointment in current terms | - | 15 th January, 2019 | 20 th September 2022 |
| Relationship with other Directors/ Manager/ Key Managerial Personnel | NIL | NIL | |
| Directorships held in other Companies in India | NIL | 1. Dwellcons Private Limited 2. Arihant Aashiyana Private Limited 3. Arihant Gruhnirman Private Limited 4. Arihant Paradise Realty Private Limited 5. Arihant Vatika Realty Private Limited 6. Arihant Abode Limited | 1. Abhinandan Agrofarms Private Limited 2. Anandi Realty Private Limited 3. Arihant Universal Realty Private Limited 4. Arihant Aashiyana Private Limited 5. Vishvekshvaraaya Houses Private Limited 6. Parashakti Houses Private Limited 7. Align Gateway Private Limited |
| Committee Membership held in other Companies | NIL | 1. Arihant Aashiyana Private Limited - Corporate Social Responsibility Committee 2. Arihant Vatika Realty Private Limited- Corporate Social Responsibility | NIL |

Item No. 06:

Pursuant to the Provision of Section 23, 42, 62 and 71 and other applicable provisions of the Companies Act, 2013 and applicable Regulations of Securities and Exchange Board of India and subject to all other concerned authorities approvals, the Shareholders approval had approved the matter of raising funds through issue of Securities up to the amount of Rs. 500 Crores in the Extra-Ordinary General Meeting held on 02nd November, 2021. Further the same was approved in the 39th Annual General Meeting held on 20th September, 2022.

As per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and provision of the Section 62 of the Companies Act, 2013 read with rule 13 (2) (e) of Companies (Share Capital and Debentures) Rules, 2014 such an enabling resolution is valid for a period of 12 months from the date of passing of Resolution. Accordingly, the validity of the resolution shall cease on 19th September, 2023.

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

1. Member will be provided with a facility to attend the EGM/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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 id, mobile number at cfo@asl.net.in. The same will be replied by the company suitably.
6. Members who would attend the AGM through VC/OAVM and 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 email address mentioning their name, demat account number/folio number, email id, mobile number at cfo@asl.net.in by 16th September, 2023 (5:00 p.m.). The 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.

Other Instruction:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.asl.net.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately.

**For and on behalf of the Board of Directors
Arihant Superstructures Limited**

**Ashokkumar B Chhajer
Chairman & Managing Director
DIN: 01965094**

Place: Navi Mumbai
Date: 30th August, 2023

**EXPLANATORY STATEMENT TO THE ANNUAL GENERAL MEETING NOTICE
(Under Section 102 of Companies Act, 2013)**
Item No. 05:

Mr. Ashokkumar B Chhajer was re-appointed as a Chairman & Managing Director of the Company w.e.f. 28th September, 2018 under Companies Act for the period of 5 (Five) Years and his appointment was approved by the Shareholders in the Annual General Meeting held on 28th September, 2018. The original date of appointment of Mr. Ashokkumar B Chhajer was 15th January, 2009. During his tenure so far, Mr. Ashokkumar B Chhajer has, contributed immensely for the business activities of the Company and to guide the Company in its expansion activities.

The Shareholders are requested to note, that the current term of Mr. Ashokkumar B Chhajer is expiring on 14th January, 2024 and he is seeking his re-appointment for term of 5 (Five) Consecutive Years.

Mr. Ashokkumar B Chhajer has been contributing immensely in the business activities of the Company and is guiding the Company in its expansion activities. Accordingly, the Nomination and Remuneration Committee have recommended the re-appointment of Mr. Ashokkumar B Chhajer (DIN: 01965094) as the Chairman & Managing Director of the Company with effect from 15th January, 2019 with an Annual Remuneration of Rs. 56,32,000 (Rupees Fifty Six Lacs Thirty Two Thousand Only) per annum unless otherwise revised by the Board of Directors. The same was approved by the Board of Directors on 10th August, 2018, subject to the Shareholders approval. The Remuneration paid / payable to Mr. Ashokkumar B Chhajer is within the limits set out under Section 197 of the Companies Act, 2013. Further, it is proposed, that in the event of loss or inadequacy of profits, the Remuneration payable to Mr. Ashokkumar B Chhajer shall be within the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 or any other limit, as may be prescribed in this matter by the Central Government.

The said appointment is in line with the Nomination and Remuneration Policy of the Company.

The Board of Directors recommends the Resolution for the approval of the Members as a Special Resolution. Apart from Mr. Ashokkumar B Chhajer, who would be interested in this Resolution, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and relatives of the Directors and KMP are, in any way, concerned or interested, financially or otherwise, in these items, except to the extent of their Shareholding interest, if any, in the Company.

The statement of additional information required to be disclosed as per Secretarial Standard 2 issued by ICSI and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

The Board is seeking an enabling resolution for raising capital by way of public or private placement including QIP to strengthen the capital base of the Company, implementation of Ongoing Projects, acquisition of land parcels, working capital requirement, general corporate purposes' repayment of existing indebtedness of the Company, expansion of the existing business of the Company and investment in its subsidiaries.

The fund raising may be through a mix of equity/equity linked instruments, as may be deemed appropriate. Shareholders' approval is sought for the issue of Equity Shares or such other securities linked to or convertible into Equity Shares or depository receipts of the Company. Shareholders' approval is sought for issuing any such instrument as the Board may deem appropriate to parties who may or may not be an existing shareholder of the Company. Whilst no specific instrument has been identified at this stage, in the event the Company issues any equity linked instrument, the issue will be structured in a manner such that the additional equity share capital/securities that may be issued pursuant to the above resolution would not be more than Rs. 500 Crores (Rupees Five Hundred Crores Only) including premium. The equity shares, if any, allotted on issue/ conversion of Securities shall rank in all respects pari-passu with the existing Equity Shares of the Company.

The Company may issue securities by way of a QIP in terms of Chapter VIII of the SEBI Regulations. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities will be decided by the Board or a Committee constituted by the Board for this purpose, based on an analysis of the specific requirements after consulting all concerned. Therefore, the proposal seeks to confer upon the Board/the committee of the Board the absolute discretion to determine the terms of issue in consultation with the Lead Manager to the issue.

As per Chapter VIII of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the 'relevant date'. The Board/ the Committee of the Board may, at its absolute discretion, issue securities at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI Regulations subject to provisions of Section 53 of the Companies Act, 2013.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of securities to be issued. However, the same would be in accordance with the provisions of the SEBI Regulations, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required.

In case of issue of convertible bonds and/or equity shares through depository receipts, the price will be determined on the basis of the current market price and other relevant guidelines.

The "relevant date" for the above purpose, shall be:

- i. In case of allotment of equity shares, the date of meeting in which the Board/Committee decides to open the proposed issue;
- ii. In case of allotment of eligible convertible securities, either the date of the meeting in which the Board/Committee decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

The Stock Exchanges for this purpose are the BSE Limited and National Stock Exchange of India Limited.

In case of QIP issuance the proposed special resolution shall be valid for a period of 12 months from the date of shareholders' approval, before which the Company is required to complete the allotments under the authority of said resolution.

Further, The Fund-raising committee held on 09th May, 2022 and 13th June, 2022 has allotted 35,00,000 (Thirty five Lacs) and 10,00,000 (Ten Lacs) respectively, Senior, Secured, Unlisted, Unrated, Redeemable, Non-Convertible Debentures of face value Rs. 100/- each, amounting to INR 45,00,00,000 (Rupees Forty-Five Crores) to Indian Real Estate Investment Fund on a private placement basis.

The Board recommends the resolution for approval of the shareholders as a Special Resolution.

None of the Directors and Key Managerial Personnel(s) of the Company or their relatives are directly or indirectly concerned or interested in this Resolution.

Item No. 07:

Mr. Pramod Deshpande was appointed as an Additional Independent Director of the Company with effect from 10th August, 2023 for a term of 5 years accordingly, the tenure of Mr. Pramod Deshpande shall come to an end on 9th August, 2028.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Pramod Deshpande as an Additional Independent Director by passing circular resolution dated 3rd August, 2023 for a further period of 5 years with effect from 10th August, 2023.

The said appointment is in line with the Nomination & Remuneration Policy of the Company.

Mr. Pramod Deshpande possesses the requisite knowledge and vast experience in Private Limited Company and firms and hence considering his qualifications & expertise; it is recommended for the appointment of Mr. Pramod Deshpande as an Additional Independent Director of the Company for a 1st term of 5 (Five) years. The Nomination and Remuneration Committee and the Board of Directors is of the opinion that the appointment of Mr. Pramod Deshpande for a 1st term shall be beneficial to the interests of the company and its stakeholders.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on June 7, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect.

In view of the same, the Board of Directors have recommended the appointment of Mr. Pramod Deshpande, as an Additional Independent Director of the Company who has completed his 64 years of age as on the date of appointment. Such appointment is proposed to be undertaken for a period of 5 years with effect from 10th August 2023.

The Board of Directors recommends resolution for the appointment of Mr. Pramod Deshpande (DIN: 10204931) as an Independent Director for a term of 5 (five) years as mentioned above for approval of the shareholders as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be interested in this Resolution, except Mr. Pramod Deshpande (DIN: 10204931).

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard 2 issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 08:

The Company proposes to enter into certain business transactions with its Subsidiary Companies, Directors and Key Managerial Personnel and Entities in which Directors and KMPs/Relatives of Directors and KMPs have significant influence, for Year 2023-24 which are of value exceeding Rs. 1000 crores or 10% of the Annual Consolidated Turnover of the Company, whichever is lower. In terms of the provisions of the SEBI (LODR) Regulations, 2015, as amended from time to time, any related party transaction or arrangement which exceeds 10% of the Annual Consolidated Turnover or Rs. 1000 Crores, whichever is lower, requires the prior approval of the members in a General Meeting.

Further, in terms of the provisions of Section 185 of the Companies Act, 2013, any issue of loan or providing guarantee or security on a loan obtained by a subsidiary company, shall require the approval of the members by means of a Special Resolution.

The details of the related party transactions along with the necessary disclosures are provided below:

| Sr. No. | Nature of Transactions | Pricing Mechanism | Justifications for Arms Length Price | Maximum Amount of Transactions on Group level (in Rs. Crores) | Related Party and Relationship |
|---------|--|------------------------------|---|---|--------------------------------|
| 1 | Sale, purchase or supply of goods or materials | Market price at arms' length | Same rates as applicable to unrelated parties | 100 | Mentioned in attached annexure |
| 2 | Selling or otherwise disposing of, or buying of property | Market price at arms' length | Same rates as applicable to unrelated parties | 500 | Mentioned in attached annexure |
| 3 | Leasing of property | Market price at arms' length | Market conditions | 100 | Mentioned in attached annexure |

| | | | | | |
|---|--|---|---|------|--------------------------------|
| 4 | Availing or rendering of any services | Market price at arms' length | Market conditions | 100 | Mentioned in attached annexure |
| 5 | Giving loan, guarantee and security | As governed by market conditions | As governed by ordinary course of business | 300 | Mentioned in attached annexure |
| 6 | Loan and advances given by Director to the Company | Market price as applicable to third parties | Any loan obtained from a director shall be accompanied by a declaration stating that the same is not from borrowed funds of the directors & that the rates are not prejudicial to company | 300 | Mentioned in attached annexure |
| | | | | 1400 | |

Table A
Details of Related Party

| Sr. No. | Name of Related Party | Relationship |
|---------|--|---|
| 1 | Arihant Aashiyana Private Limited | Subsidiary Company |
| 2 | Arihant Abode Limited | Subsidiary Company |
| 3 | Arihant Vatika Realty Private Limited | Subsidiary Company |
| 4 | Arihant Gruhnirman Private Limited | Subsidiary Company |
| 5 | Amoghvarsh Houses Pvt. Ltd. (earlier known as Arihant Technoinfra Pvt Ltd) | Group Company (Entity in which Directors have significant influences) |
| 6 | Adinath Realty Private Limited | Group Company (Entity in which Directors have significant influences) |
| 7 | Arihant Paradise Realty Private Limited | Group Company (Entity in which Directors have significant influences) |

***Relatives means:**

1. As per section 2(77) of Companies Act, 2013 "relative" with reference to any person, means anyone who is related to another, if-
 - I. They are members of HUF;
 - II. They are husband and wife; or
 - III. One person is related to the other in such manner as may be prescribed.
1. As per Companies (Specification of definitions details) Rules, 2014

A person shall be deemed to be relative of another, if he or she is related to another in the following manner, namely:-

- I. Father (includes step-father)
- II. Mother (includes step-mother)
- III. Son (includes step-son)
- IV. Son's Wife
- V. Daughter
- VI. Daughter's Husband
- VII. Brother (includes the step-brother)
- VIII. Sister (includes the step-sister)

Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirement), Regulations 2015 and any other applicable provisions of the Companies Act, 2013 if any; defines the term "Material Related Party Transaction". It provides that all Related Party Transactions shall be considered as "Material" if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceeds Rupees 1000 Crores or 10% of the Annual Consolidated Turnover of the Company as per the last Audited Financial Statement of the Company, whichever is lower.

Further a transaction involving payments made to a related party with respect to brand usage or royalty shall also be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the Company.

The Material Related Party Transactions requires approval of the Shareholders by passing a Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may note that based on the criteria mentioned in the SEBI (Listing Obligation and Disclosure Requirement), Regulations 2015, the above mentioned proposed transactions may exceed the threshold limit of Rupees 1000 Crores or 10% of Annual Consolidated Turnover on the basis of their last Audited Financial Statements, whichever is lower, wherein, they would be deemed to be "Material Related Party Transactions" and hence will require approval of the Shareholders by means of Special Resolution.

In reference to all above proposed Transactions, the Members may further note that this approval is in general terms of compliance of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

The Audit Committee has approved the above proposed Related Party Transactions and has noted that these transactions are in the ordinary course of Business and are at arm's length basis. The list of related party transactions undertaken by the Company in the previous financial year form a part of the Annual Report for the reference of the members.

Hence, the proposed transactions to be entered are placed before the Shareholders for their approval.

Except Mr. Ashokkumar B Chhajer and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in this Resolution.

The Board of Director recommends the resolution for approval of members as Special Resolution

DIRECTORS REPORT

Dear Members,

The Board of Directors are pleased to present the Annual Report of your Company M/s Arihant Superstructures Limited (the "Company" or "ASL") along with the Audited (Standalone and Consolidated) Financial Statements for the Financial Year ended March 31st, 2023.

FINANCIAL PERFORMANCE

The financial performance of the Company for the Financial Year ending on March 31, 2023 is summarised as below:
(Rs. in Lacs)

| Particulars | Stand-alone | | Consolidated | |
|---|-------------|------------|--------------|------------|
| | FY 2022-23 | FY 2021-22 | FY 2022-23 | FY 2021-22 |
| Sales and Other Income | 8119.72 | 15431.29 | 39,173.04 | 33,253.98 |
| Profit before Interest, Depreciation & Tax | 2582.18 | 4806.14 | 7982.95 | 7126.09 |
| Interest | 701.39 | 154.52 | 2564.31 | 2103.09 |
| Depreciation | 39.10 | 42.99 | 195.37 | 173.43 |
| Profit/ (Loss) before Tax | 1841.69 | 4608.63 | 5223.27 | 4849.58 |
| Provision for Tax | (4.93) | 607.38 | 955.74 | 711.99 |
| Profit/ (Loss) after Tax | 1846.62 | 4001.25 | 4267.53 | 4137.59 |
| Profit/(Loss) for the Year | 1846.62 | 4001.25 | 4267.53 | 4137.59 |
| Share of Minority | - | - | - | - |
| Profit carried to the Balance Sheet (incl. OCI) | 1849.38 | 3992.17 | 3137.26 | 4122.40 |

The Financial Statements have been prepared on accrual basis in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and the provisions of the Companies Act, 2013.

The Financial Statements have been prepared on accrual and going concern basis under historical cost convention except for certain Financial Assets and Liabilities which have been measured at fair value (refer accounting policy regarding financial instruments). If no such transactions can be identified, an appropriate valuation model is used. Impairment losses of continuing operations, including impairment on inventories, are recognised.

The Financial Statements are presented in Indian Rupees ("INR") and all amounts are rounded to the nearest Lacs, except as stated otherwise.

Previous years figures may have been regrouped/ reclassified as and when it is necessary.