

AURUM CAPITAL PROJECTS LIMITED

CIN: L67120UP1992PLC014607

2nd Floor, Y.M.C.A Complex, 13, Rana Pratap Marg, Lucknow – 226001. Phone: 0522- 2209402

Email: admin@aurumcapitalprojects.com;

NOTICE

NOTICE is hereby given that the Extra- Ordinary General Meeting (“**EGM**”) of the Members of Aurum Capital Projects Limited (hereafter referred to as “**Aurum**” or “**the Company**”) will be held at 11:00 A.M. on Saturday, 26 April 2025, at Hotel Charans Plaza, 11, Habibullah Estate, Hazratganj, Lucknow– 226001 to transact the following business:

SPECIAL BUSINESS

Item No. 1:

Issue of equity shares to the proposed allottees on a Preferential Basis through private placement offer letter.

To consider, and, if thought fit, approve the issue of 16,00,000 Equity Shares of the company having face value of ₹10/- (Rupees Ten Only) each fully paid-up (“Equity Shares”) for cash, at an issue price of ₹12.50/- (Rupees Twelve Point Five Zero Paise Only) per share, aggregating up to Rs. 2,00,00,000/- (Rupees Two Crore Only) (“**Total Issue Size**”) each including a premium of ₹ 2.50/- (Rupees Two Point Five Zero Paise Only) on preferential basis, and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“**SEBI ICDR Regulations**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) the listing agreements entered into by the Company with the Metropolitan Stock Exchange of India Limited (“**MSEI/Stock Exchange**”) on which the Equity Shares of the Company having face value of ₹10/- (Ten) each (“**Equity Shares**”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”) and/or any other competent authorities, (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot up to 16,00,000 (Sixteen Lakhs) equity shares having face value of ₹10/- (Rupees Ten Only) each fully paid-up (“Equity Shares”) for cash, at an issue price of ₹12.50/- (Rupees Twelve Point Five Zero Paise Only) per share, aggregating up to Rs. 2,00,00,000/- (Rupees Two Crore Only) (“**Total Issue Size**”) each including a premium of ₹ 2.50/- (Rupees Two Point Five Zero Paise Only) which is not less

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than the price determined in accordance with Chapter V of SEBI ICDR Regulations, to the proposed allottees for a cash consideration basis (“**Preferential Issue**”) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to the below-mentioned person belonging to the Promoter and Non- Promoter category in the manner as follows:

Sr. No.	Name	Promoter/ Non- Promoter	No. of equity shares proposed to be issued
1.	Rajiv Agrawal	Promoter	1,20,000
2.	Rajiv Agarwal & Sons HUF	Promoter	80,000
3.	Anand Kumar Agarwal	Promoter	40,000
4.	Alka Agarwal	Promoter	2,00,000
5.	Rahul Agarwal*	Promoter	40,000
6.	Tameer Infra Projects and Services Private Limited	Non- Promoter	3,20,000
7.	Urbanac Properties & Investments Private Limited	Non- Promoter	2,00,000
8.	Rajesh Kumar Chola	Non- Promoter	2,00,000
9.	Pranjal Agarwal	Non- Promoter	2,00,000
10.	Nitin Mangalam	Non- Promoter	1,00,000
11.	Preeti Agarwal	Non- Promoter	1,00,000

*Rahul Agarwal, post allotment of shares in the Company, will be categorized under the promoter group.

RESOLVED FURTHER THAT in accordance with SEBI ICDR Regulations, the ‘**Relevant Date**’ for determination of the issue price of Equity Shares, shall be, **Thursday, 27 March 2025** being the date 30 (Thirty) days prior to the meeting of members of the Company is to be held to consider the Preferential Issue of equity shares and the issue price determined in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the said equity shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of pendency of any approval for such

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allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on MSEI where the shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No. 2: Regularisation of Appointment of Mr. Yogesh Kesarwani (DIN: 10944417) as an Independent Director of the Company

To consider, and, if thought fit, approve the regularisation of appointment of Mr. Yogesh Kesarwani (DIN: 10944417) as an Independent Director (Non-Executive) of the Company, and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Yogesh Kesarwani (DIN: 10944417), who was appointed as an Additional Independent Director (Non-Executive) by the Board of Directors of the Company with effect from March 30, 2025 and in respect of whom the company has received declaration that he meets the criteria of independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a term of consecutive Five years up to March 29, 2030.

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RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

By order of the Board
For Aurum Capital Projects Limited

Place: Lucknow

Date: March 29, 2025

Sd/-
Geetanjali
Company Secretary & Compliance Officer

NOTES:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in case of poll only, on his/her behalf and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company duly completed, stamped and signed, not less than forty-eight hours before the scheduled time of the EGM.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy. However, such person shall not act as proxy for any other person or shareholder.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed hereto and forms part of the Notice.
3. Corporate Members intending to send their authorized representatives to attend the EGM are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the EGM.
4. In case of joint holders attending the EGM, only such joint holders who are higher in the order of names will be entitled to vote.
5. Route-map of the venue of the Extra-ordinary general Meeting of the company is provided under this notice for the convenience of the members.
6. The Board has appointed M/s CP Shukla & Co., Practicing Company Secretary, as the scrutinizer for conducting e-voting process in affair and transparent manner.
7. Brief resume of the directors proposed to be appointed at the ensuing Extra-ordinary general Meeting in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard-2 on 'General Meetings' is annexed to the Notice.
8. All relevant documents referred to in the Notice and Explanatory Statement and Statutory Registers are open for inspection at the Registered Office of the Company on all working days (except Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of the EGM.
9. Members holding shares in physical form are requested to notify change in address, Bank mandate and Bank particulars for printing the same on the dividend warrants, if any, under their signatures to the Company. Members holding shares in electronic form may, therefore, give instructions

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regarding bank accounts in which they wish to receive dividend to their respective Depository Participants ('DPs') only.

10. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('the Listing Regulations'), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 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. Members can contact the Company or its Registrar and Transfer Agent ('RTA'), M/s. Skyline Financial Services Private Limited('Skyline') for the same.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the DPs with whom they maintain their demat accounts. Members holding shares in physical form are requested to submit their PAN to RTA M/s Skyline Financial Services Private Limited.
12. Members are requested to forward all their share transfers and other communications to the RTA of the company and are further requested to always quote their folio number/DP ID, - Client ID in all correspondences.
13. Members holding shares in single name are advised to make nomination in respect of their shareholding in the company.
14. Members may please note that the SEBI has, vide Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated 24th January, 2022 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated 25th January, 2022, mandated the listed companies to issue securities in dematerialized form only, while processing service requests viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition received from the shareholder/claimant. The shareholders/claimant are requested to make service requests by submitting a duly filled and signed Form ISR – 4. Upon receipt of service request(s) from shareholder/claimant, the RTA of the Company shall verify and process the said request and thereafter issue 'letter of conformation' in lieu of physical securities certificate to the shareholder/claimant, within 30 days of its receipt of such request or after removing objections, if any. within 120 days (One Hundred and Twenty days) of issue of the Letter of Confirmation, the shareholder/claimant shall lodge a dematerialization request with its Depository Participant for dematerializing the securities by submitting the original 'Letter of Confirmation' received from RTA. In case the shareholder/claimant fails to submit the demat request within the aforesaid period, the Company shall credit shares to Suspense Escrow Demat Account of the Company opened for the said purpose. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Act are open for inspection at the Registered Office of the Company during the office hours on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m up to the date of the Extra-ordinary general Meeting and will be open for inspection during the Extra-ordinary general Meeting also.

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16. To support the Green Initiative, members who have not registered their email addresses are requested to register the same with the Company's RTA / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
17. The SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 read with Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 had specified the common and simplified norms for processing certain prescribed service request(s) of shareholders by RTAs and norms for holders of share(s) in physical form for raising the requests with regard to registration or changes / updation of PAN, KYC, nomination and also for banker's attestation of the signature of the shareholder in the event of major mismatch in the signature of the shareholder. All holders of shares in physical form are requested to furnish / update the PAN, Nomination, Contact details, Bank account details and specimen signature to the RTA of the Company or by email to them from their registered email id in Form ISR-1 and ISR-2 respectively.
18. The SEBI has further clarified that Physical folios wherein the PAN, KYC and Nomination details are not available on or after 1st April, 2023, shall be frozen by the RTA and will be eligible for lodging any service request or receiving payment including dividend only after registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025. Members are advised to register/update their PAN, KYC and Nomination details with the RTA, in compliance with the said Circular for smooth processing of their service request(s).
19. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14 as the case may be. Members are requested to submit these details to their DP, in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
20. The cut-off date for the purpose of determining eligibility of members for voting (both remote e-voting and voting through polling papers at the EGM) in connection with the Extra-ordinary general Meeting has been fixed as Saturday, 19 April 2025 (The 'cut-off date' wherever appears shall mean Saturday, 19 April 2025)
21. Members/proxies are requested to bring their duly completed attendance slip to the EGM.
22. The copy of notice of EGM, notice of e-voting, etc. are being sent to the Members through e-mail who have registered their email ids with their DPs / RTA. Members whose e-mail id is not registered with the Company will be sent physical copies of the same at their registered address through permitted mode.
23. Notice of EGM will also be available on the website of the Company at www.aurumcapitalprojects.com.
24. **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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- (i) The voting period begins on Wednesday, 23 April 2025 at 9.00 A.M and ends on Friday, 25 April 2025 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 19 April 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt

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	<p>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.</p> <ol style="list-style-type: none">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.jspVisit 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. <div><p>NSDL Mobile App is available on</p><div> App Store</div><div> Google Play</div><div></div><div></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or

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	<p>www.cdslindia.com and click on New System Myeasi.</p> <p>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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 toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL

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2nd Floor, Y.M.C.A Complex, 13, Rana Pratap Marg, Lucknow – 226001. Phone: 0522- 2209402

Email: admin@aurumcapitalprojects.com;

- 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: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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Birth (DOB)	
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- (vi) After entering these details appropriately, click on “**SUBMIT**” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

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- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; admin@aurumcapitalprojects.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 admin@aurumcapitalprojects.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to admin@aurumcapitalprojects.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to helpdesk.evoting@cdslindia.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) the following Explanatory Statement sets out all material acts relating to the business mentioned under Item No. 1, of the accompanying Notice dated Saturday, 29 March 2025:

Item no. 1

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue equity Shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

a) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors of the Company, in its meeting held on Saturday, 29 March 2025 subject to the approval of the members of the Company and such other necessary approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of up to 16,00,000 (Sixteen Lakhs) equity shares having face value of ₹10/- (Rupees Ten Only) per Equity Share, at a price of ₹12.50/- (Rupees Twelve point Five Zero Paise Only) per equity share including a premium of ₹2.50/- (Rupees Two Point Five Zero Paise Only) per Equity Share, aggregating up to ₹ 2,00,00,000/- (Rupees Two Crore Only) on preferential basis to the proposed allottees as mentioned in the resolution no. 1.

b) Kinds of securities offered and the price at which security is being offered, and the total maximum number of securities to be issued

The Board of Directors in its meeting held on Saturday, 29 March 2025 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up to 16,00,000 (Sixteen Lakhs) Equity Shares of the face value of ₹10/- (Rupees Ten Only) each (“**the Equity Shares**”) at a price of ₹12.50/- (Rupees Twelve Point Five Zero Paise Only) per equity share including a premium of ₹2.50/- (Rupees Two Point Five Zero Paise Only) per Equity Share, aggregating up to ₹ 2,00,00,000/- (Rupees Two Crore Only) (being not less than the price calculated in terms of ICDR Regulations) to Promoter and Non-Promoter Investors on a preferential basis.

c) Purpose/Object of the preferential issue

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The Company has come up with the preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors of the Company proposed to raise funds upto ₹2,00,00,000/- (Rupees Two Crore Only) through issue of equity shares on preferential basis to the person/entity belong to promoter and non-promoter group of Company.

The Company needs to raise additional funds to achieve the Net Owned Fund of ₹10 crores, which shall be required to maintain by the Company as per notification issued by Reserve Bank of India under Notification No. DOR.CRE.060.CGM(MM) 2022 dated 17th March, 2022 and to meet out the working capital requirement, business expansion, and other general corporate purposes of the Company.

As per the notification issued by the RBI i.e. Notification No. DOR.CRE.060.CGM(MM) 2022 dated 17th March, 2022, non-banking financial companies holding a certificate of registration as on October 22, 2021 issued by the Reserve Bank of India and having net owned fund of less than ₹10.00/- crore (Rupees Ten Crore Only), shall require to achieve the Net owned Fund of ₹10.00/- crore (Rupees Ten Crore Only) by March 31, 2027.

d) Maximum number of securities to be issued and price at which securities being offered

It is proposed to issue and allot in aggregate up to 16,00,000 (Sixteen Lakhs) fully paid-up equity shares having face value of ₹10/- (Rupees Ten Only) each to the proposed allottees on preferential basis.

The price for the allotment of shares to be issued is based on the minimum price determined accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹12.50/- (Rupees Twelve Point Five Zero Paise Only).

e) Basis on which the price has been arrived at along with report of the registered valuer:

The Board of the Company has fixed the Issue price of ₹12.50/- (Rupees Twelve and Five Zero Paise Only) each which is equal or above the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations. The Minimum price is ₹12.42/- (Rupees Twelve Point Four Two Paise Only) per equity share in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations.

The shares of the Company are listed on Metropolitan Stock Exchange of India Limited (“MSEI”) and are infrequently traded. Articles of Association of the Company does not provide for any particular method of determination of price however the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company to an allottee or to allottees acting in concert therefore the price is determined in compliance with Regulation 165 read with Regulation 166A of SEBI ICDR Regulations for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

The valuation was performed by Mr. Alok Bansal, a Registered Valuer (Registration No. IBBI/RV/06/2021/14407) having his office located at Office No 412-413, Ratan Zone, Kaushalpur, Kanpur- 208012 in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of EGM and uploaded on the website of the Company. The link of Valuation Report is <http://www.aurumcapitalprojects.com/>.

f) Relevant Date

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is **Thursday, 27 March 2025**, being the date 30 (Thirty) days prior to the meeting of members of the Company to consider the Preferential Issue of equity shares and the issue price determined in accordance with SEBI ICDR Regulations.

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g) The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (h) below.

h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issue

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of equity shares to be issued	Post- Issue Shareholding#	
				No. of Shares	% of holding*		No. of Shares	% of holding**
1	Rajiv Agarwal	Promoter	Not Applicable	1,43,200	4.46%	1,20,000	2,63,200	5.47%
2	Rajiv Agarwal & Sons HUF	Promoter	Rajiv Agarwal	86,100	2.68%	80,000	1,66,100	3.45%
3	Anand Kumar Agarwal	Promoter	Not Applicable	27,200	0.85%	40,000	67,200	1.40%
4	Alka Agarwal	Promoter	Not Applicable	11,000	0.34%	2,00,000	2,11,000	4.39%
5	Rahul Agarwal #	Promoter	Not Applicable	-	0.00%	40,000	40,000	0.83%
6	Tameer Infra Projects and Services Private Limited	Non-Promoter	1. Himanshu Shukla 2. Shalmali	-	0.00%	3,20,000	3,20,000	6.65%
7	Urbanac Properties & Infrastructure Private Limited	Non-Promoter	1. Pranjal Agarwal 2. Rajesh Kumar Chola	-	0.00%	2,00,000	2,00,000	4.16%
8	Rajesh Kumar Chola	Non-Promoter	Not Applicable	-	0.00%	2,00,000	2,00,000	4.16%
9	Pranjal Agarwal	Non-Promoter	Not Applicable	-	0.00%	2,00,000	2,00,000	4.16%
10	Nitin Mangalam	Non-Promoter	Not Applicable	-	0.00%	1,00,000	1,00,000	2.08%
11	Preeti Agarwal	Non-Promoter	Not Applicable	-	0.00%	1,00,000	1,00,000	2.08%

**These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e. ₹ 3,21,05,000 (Rupees Three Crore Twenty-One Lakhs Five Thousand) divided into 32,10,500 (Thirty-Two Lakh Ten Thousand and Five Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.*

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***These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹ 4,81,05,000 (Rupees Four Crore Eighty-One Lakh Five Thousand Only) divided into 48,10,500 (Forty-Eight Lakh Ten Thousand and Five Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.*

*# *Rahul Agarwal, post allotment of shares in the Company, will be categorized under the promoter group.*

Note: The post holding may vary depending upon any other corporate action in between.

i) Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer.

Except as follows, none of the other promoters, directors or key management personnel of the issuer intent to subscribe to the offer.

Sr. No.	Name of the Proposed Allottee	Promoter/ Director/ KMP	Number of Equity shares to be issued
1.	Rajiv Agarwal	Promoter and Director	1,20,000
2.	Rajiv Agarwal & Sons HUF	Promoter	80,000
3.	Anand Kumar Agarwal	Promoter	40,000
4.	Alka Agarwal	Promoter	2,00,000
5.	Rahul Agarwal*	Promoter	40,000

*Rahul Aggarwal, post allotment of shares in the Company, will be categorized under the promoter group.

j) Time frame within which the Preferential Issue shall be completed.

As required under the SEBI ICDR Regulations, the preferential issue/allotment of equity shares shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

k) Shareholding pattern pre and post preferential issue would be as follows:

Sr. No.	Category	Pre-Issue Shareholding		Post Issue Shareholding#	
		No. of equity shares held	% of Shares	No. of equity shares held	% of Shares*
A	Promoter & Promoter Group Shareholding				
A1	Indian Promoter	6,39,600	19.92%	11,19,600	23.27%
A2	Foreign Promoter	-	-	-	-
	Sub Total (A)	6,39,600	19.92%	11,19,600	23.27%

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B	Public Shareholding				
B1	Institutions	0	0.00%	0	0.00%
B2	Institutions (Domestic)	0	0.00%	0	0.00%
	Mutual Funds	0	0.00%	0	0.00%
B3	Institutions (Foreign)	0	0.00%	0	0.00%
B4	Central Government/ State Government(s)/ President of India	0	0.00%	0	0.00%
B5	Non-Institutions				
	Directors and their relatives (excluding independent directors and nominee directors)	1,01,000	3.15%	1,01,000	2.10%
	Key Managerial Personnel	86,600	2.70%	86,600	1.80%
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	3,60,800	11.24%	3,60,800	7.50%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	16,17,800	50.39%	22,17,800	46.10%
	Non-Resident Indians (NRIs)	0	0.00%	0	0.00%
	Foreign Companies	0	0.00%	0	0.00%
	Bodies Corporate	3,24,500	10.11%	8,44,500	17.56%
	Any Other (specify)	80,200	2.50%	80,200	1.67%
	Sub Total B= B1+B2+B3+B4+B5	25,70,900	80.08%	36,90,900	76.73%
	Total Shareholding (A+B)	32,10,500	100.00%	48,10,500	100.00%

** These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹ 4,81,05,000 (Rupees Four Crore Eighty-One Lakh Five Thousand Only) divided into 48,10,500 (Forty-Eight Lakh Ten Thousand and Five Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.*

I) Change in Control, if any, in the Company consequent to the preferential issue

Pursuant to the proposed preferential allotment, Mr. Rahul Aggarwal, one of the proposed allottees, will be categorized under the Promoter Group post-allotment. However, aside from this reclassification, there will be no change in the composition of the Board of Directors, and the existing Promoters and Promoter Group will continue to retain control over the Company.

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Furthermore, there will be no change in the management or overall control of the Company as a result of the proposed preferential allotment. Nevertheless, there will be corresponding adjustments in the shareholding pattern of the Promoter and Promoter Group following the allotment.

m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, the Company has not made any allotment on preferential basis till date.

n) Principle terms of assets charged as securities.

Not applicable.

o) Material terms of raising such securities

The Equity shares being issued shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

p) Lock-In Period & Transferability

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

Further the entire pre-preferential allotment shareholding of the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

q) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

Sr. No.	Name of Allottee	Current Status	Post Status
1.	Rajiv Agarwal	Promoter	Promoter
2.	Rajiv Agarwal & Sons HUF	Promoter	Promoter
3.	Anand Kumar Agarwal	Promoter	Promoter
4.	Alka Agarwal	Promoter	Promoter
5.	Rahul Agarwal*	Non- Promoter	Promoter
6.	Tameer Infra Projects and Services Private Limited	Non- Promoter	Non- Promoter
7.	Urbanac Properties & Infrastructure Private Limited	Non- Promoter	Non- Promoter
8.	Rajesh Kumar Chola	Non- Promoter	Non- Promoter
9.	Pranjal Agarwal	Non- Promoter	Non- Promoter
10.	Nitin Mangalam	Non- Promoter	Non- Promoter
11.	Preeti Agarwal	Non- Promoter	Non- Promoter

*Rahul Aggarwal, post allotment of shares in the Company, will be categorized under the promoter group.

r) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

Sr. No.	Name of proposed allottees	Percentage of post preferential issue *
1.	Rajiv Agarwal	5.47%
2.	Rajiv Agarwal & Sons HUF	3.45%
3.	Anand Kumar Agarwal	1.40%
4.	Alka Agarwal	4.39%

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5.	Rahul Agarwal	0.83%
6.	Tameer Infra Projects and Services Private Limited	6.65%
7.	Urbanac Properties & Infrastructure Private Limited	4.16%
8.	Rajesh Kumar Chola	4.16%
9.	Pranjal Agarwal	4.16%
10.	Nitin Mangalam	2.08%
11.	Preeti Agarwal	2.08%

**These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹ 4,81,05,000 (Rupees Four Crore Eighty One Lakh Five Thousand Only) divided into 48,10,500 (Forty Eight Lakh Ten Thousand and Five Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.*

- s) **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

Not applicable. Since, the allotment of equity shares is made for consideration payable in cash.

- t) **Amount which the company intends to raise by way of such securities.**

Aggregating up to ₹ 2,00,00,000/- (Rupees Two Crore Only).

- u) **Certificate of Practicing Company Secretary**

The certificate from Practicing Company Secretaries, certifying that the preferential issue of equity shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website <http://www.aurumcapitalprojects.com/>.

- v) **Other disclosures/Undertaking**

- The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.
- None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed.
- The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- The Company is in compliance with the conditions for continuous listing.

AURUM CAPITAL PROJECTS LIMITED

CIN: L67120UP1992PLC014607

2nd Floor, Y.M.C.A Complex, 13, Rana Pratap Marg, Lucknow – 226001. Phone: 0522- 2209402

Email: admin@aurumcapitalprojects.com;

- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 1 as Special Resolution for your approval.

None of the persons/entities, belonging to Promoter and Promoter Group of the Company, Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this Notice except and to the extent of their shareholding in the Company.

Item no. 2

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (“Board”) at its meeting held on March 29, 2025 had appointed Mr. Yogesh Kesarwani (DIN: 10944417) as Additional Director (Non-Executive, Independent) of the Company for a first term of Five (5) years effective from March 30, 2025, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the SEBI Listing Regulations, the company is required to obtain approval of shareholders of such appointment either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought for regularization of appointment of Mr. Yogesh Kesarwani (DIN: 10944417) as Independent Director (Non-Executive) of the company.

The Company has received from Mr. Yogesh Kesarwani (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company. The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Mr. Yogesh Kesarwani for the office of Directors of the Company.

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Brief profile of Mr. Yogesh Kesarwani per the requirement of Companies Act, 2013, Listing Regulations and Secretarial Standard for appointment/re-appointment of the Director as under :

Mr. Yogesh Kesarwani is a practicing Advocate at the High Court of Allahabad Judicature and has a vivid experience of around 35 years in handling the Legal cases relating to Civil and Financial matters. He is serving as Legal Consultant and representing various Central Government/State Government Departments, Banks & Corporates in cases relating to financial and civil and other matters in High Court.

He is registered with Indian Institute of Corporate Affairs as an eligible Independent Director vide data bank registration no. IDDB -NR-202502-070206.

He is on the panel of several banks and advising them on legal and financial matters. He has the ability, and acumen understands the financial statements and their legal implications.

SR. NO.	PARTICULARS	DETAILS
1.	Name	YOGESH KESARWANI
2.	DIN	10944417
3.	Type	INDEPENDENT DIRECTOR (NON-EXECUTIVE)
4.	Date of Birth	20/08/1964
5.	Qualifications	Bachelor of Law
6.	No. of Equity Shares of the Company held	NIL
7.	Reason for Change viz appointment, resignation, removal, death or otherwise	REGULARISE THE APPOINTMENT OF INDEPENDENT DIRECTOR
8.	Date of Appointment / Cessation (as applicable) Term of appointment	Regularize the Appointment as an Independent Director (Non-Executive), for a period of first term of five years starting from March 30, 2025 and ending on March 29, 2030, (both days inclusive).
9.	Brief Profile (in case of appointment of Director)	Mr. Yogesh Kesarwani is a practicing Advocate at the High Court of Allahabad Judicature and has a vivid experience of around 35 years in handling the Legal cases relating to Civil and Financial matters. He is serving as Legal Consultant and representing various Central Government/State Government Departments, Banks & Corporates in cases relating to financial and civil and other matters in High Court.

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		<p>He is registered with Indian Institute of Corporate Affairs as an eligible Independent Director vide data bank registration no. IDDB-NR-202502-070206.</p> <p>He is on the panel of a number of banks and also advising them on legal and financial matters. He has the ability and acumen understand the financial statements and their legal implications.</p>
10.	Expertise in Specific Functional Area	Financial and Civil matters
11.	Disclosure of Relationship between Directors (in case of appointment of Director)	None
12.	Directorship held in other Listed Companies	NIL
13.	Particular of Committee Chairman Chairmanship / Membership held in other Listed Companies	NIL

By order of the Board
Aurum Capital Projects Limited

Place: New Delhi
Date: March 29, 2025

Sd/-
(Geetanjali)
Company Secretary & Compliance Officer

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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	L67120UP1992PLC014607
Name of the Company	:	Aurum Capital Projects Limited
Registered Office	:	2 nd Floor, YMCA Complex, 13, Rana Pratap Marg, Lucknow-226001
Name of the Member(s)	:	
Registered Address	:	

E-mail Id	Folio No /*Client ID	*DP ID
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Name :	E-mail Id:	
Address:	Signature:	
	or falling him/her	

Name :	E-mail Id:	
Address:	Signature:	
	or falling him/her	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Saturday, 26th April, 2025, at 11.00 A.M at, Hotel Charans Plaza, 11, Habibullah Estate, Hazratganj, Lucknow– 226001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Ordinary/Special Business	Resolution(s)	Vote		
			For	Against	Abstained
1.	Special Business - Special Resolution	Issue of equity shares to the proposed allottees on a Preferential Basis through private placement offer letter.			
2.	Special Business - Ordinary Resolution	Regularisation of appointment of Mr. Yogesh Kesarwani (DIN: 10944417) as an Independent Director of the Company			

Signature of Shareholder

Affix revenue stamp

Signature of first proxy

Signature of second proxy

Signed this.....day of..... 2025.

** Applicable for members holding shares in Electronic Form*

NOTE:

This form of Proxy in order to be effective should be duly submitted and deposited at the registered office of the Company, not less than forty-eight (48) hours before the commencement of the meeting.

1. Each equity share of the Company carries one vote.

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Attendance Slip for Extra-Ordinary Meeting

ATTENDANCE SLIP

Date: 26.04.2025	Time: 11:00 A.M
Venue: Hotel Charans Plaza, 11, Habibullah Estate, Hazratganj, Lucknow– 226001	

:

Name and Registered Address of the

Sole/First named Member

Name(s) of the Joint Holders, if any :

Ledger Folio/DP ID & Client ID No. :

Number of Shares held :

Please tick in the box

☐ Member

☐ Proxy

Members signature

Name of the Proxy in Block Letter

Proxy 's signature

Note:

- Shareholder / Proxy holder wishing to attend the meeting must bring this Attendance Slip along with a valid identity proof for admission and hand over the Attendance Slip at the entrance duly signed Please fill this attendance slip and hand it over at the entrance of the hall.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

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

Remote e-Voting Start On	Remote e-Voting End On
23 rd April, 2025 at 09:00 A.M. (IST)	25 th April, 2025 at 5:00 P.M. (IST)

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MAP FOR EGM VENUE

