

1<sup>st</sup> June, 2022

To  
**BSE Limited**  
 Listing Dept. / Dept. of Corporate Services  
 Phiroze Jeejeebhoy Towers  
 Dalal Street  
 Mumbai - 400 001

**Security Code : 539301**  
**Security ID : ARVSMART**

To  
**National Stock Exchange of India Ltd.**  
 Listing Dept., Exchange Plaza, 5th Floor  
 Plot No. C/1, G. Block  
 Bandra-Kurla Complex  
 Bandra (E)  
 Mumbai - 400 051

**Symbol : ARVSMART**

Dear Sirs/Madam,

**Sub.: Postal Ballot Notice for approval of re-appointment of Mr. Nirav Kalyanbhai Shah as an Independent Director.**

**Ref.: Regulation 30 read with Part A of the Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

With reference to the captioned subject, we are enclosing herewith the notice of postal ballot dated 20<sup>th</sup> May, 2022 seeking approval of members of the Company by passing a special resolution for re-appointment of Mr. Nirav Kalyanbhai Shah as an Independent Director.

Further, the calendar of events in connection with the postal ballot is as under:

Sr. No.	Particulars	Schedule
1	Cut - off Date for identification of voting rights of the members	Friday, 27 <sup>th</sup> May, 2022
2	Date and time of commencement of remote e-voting	Friday, 3 <sup>rd</sup> June, 2022 [09:00 a.m.]
3	Date and time of end of remote e-voting	Saturday, 2 <sup>nd</sup> July, 2022 [05:00 p.m.]
4	Submission of report by the Scrutinizer	on or before Tuesday 5 <sup>th</sup> July, 2022
5	Date of declaration of results of voting	on or before Tuesday 5 <sup>th</sup> July, 2022

Kindly take this disclosure on record and disseminate.

Thanking you,

Yours faithfully,

  
**Prakash Makwana**  
 Company Secretary



Encl.: As above  
 Arvind Smartspaces Limited  
 Regd. Office : 24, Government Servant Society,  
 Near Municipal Market Off C. G. Road,  
 Navrangpura, Ahmedabad. 380 009, India  
 Tel.: +91 79 68267000 Fax: +91 79 68267021  
 CIN: L45201GJ2008PLC055771



Fashioning  
 Possibilities

16056

**Postal Ballot Notice**

Dear Member(s),

NOTICE is hereby given in accordance with Section 110 of the Companies Act, 2013 ('the **Act**') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") including any amendment(s) thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 and General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022 ("**General Circulars**") issued by the Ministry of Corporate Affairs (the "**MCA**") for seeking the approval of the Members of Arvind SmartSpaces Limited (the "**Company**") by way of a special resolution for the business set out hereunder through Postal Ballot through remote e-voting ("**Postal Ballot/ E-Voting**").

In view of terms of the above referred General Circulars, MCA has advised the companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/E-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, in terms of the General Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and **the communication of assent / dissent of the members will only take place through the remote e-voting system**. Accordingly, this Postal Ballot Notice is being issued in compliance with the General Circulars.

An Explanatory Statement pursuant to Section 102(2) of the Act setting out all material facts relating to the proposed resolution is annexed hereto for your consideration.

The Board has, pursuant to Rule 22(5) of the Rules, appointed Mr. Hitesh Buch, proprietor of M/s Hitesh Buch & Associates, Practicing Company Secretaries, (COP No. 8195) as the Scrutinizer for conducting the voting process through Postal Ballot / E-Voting in accordance with the law and in a fair and transparent manner.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited ("**NSDL**") to provide e-voting facility for its Members. The procedure for e-voting is given in Point No. 7 below in the Notes. The E-Voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) from 09:00 AM on Friday, 3<sup>rd</sup> June, 2022 up to 05:00 PM on Saturday, 2<sup>nd</sup> July, 2022. E-Voting module will be blocked by NSDL at 05:00 PM on Saturday, 2<sup>nd</sup> July, 2022 and voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Tuesday, 5<sup>th</sup> July, 2022 by 05:00 PM and will be displayed on the notice board at the Registered Office of the Company for a period of 3 (Three) days and shall be communicated to BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) where the equity shares of the Company are listed. The results of the Postal Ballot/E-Voting will also be displayed on the Company’s website at [www.arvindsmartspaces.com](http://www.arvindsmartspaces.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

**Special Business:****ITEM NO. 1: To re-appoint Mr. Nirav Kalyanbhai Shah as an Independent Director:****To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Nirav Kalyanbhai Shah (DIN: 00397336), who was appointed as an Independent Director up to 8<sup>th</sup> June, 2022 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for second term of 5 (five) consecutive years upto 8<sup>th</sup> June, 2027 on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

**Registered Office:**  
**24, Government Servant Society,**  
**Nr. Municipal Market, Off C G Road,**  
**Navrangpura, Ahmedabad-380009**

**By Order of the Board**

**Prakash Makwana**  
**Company Secretary**

**Date: 20<sup>th</sup> May, 2022**

**Place: Ahmedabad**

## NOTES:

1. The approval of shareholders of the Company is solicited by passing a special resolution through Postal Ballot/ E-Voting for business set out in Item No. 1 of this Notice. This Postal Ballot Notice is being sent to all shareholders, whose names appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on Friday, 27<sup>th</sup> May, 2022 (“**Cut-off Date**”). Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. **A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.**
2. Explanatory Statement setting out all material facts as required under Section 102 of the Act in respect of the aforesaid special business is appended.
3. Resolution, if approved, by the shareholders by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the shareholders and the last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
4. In terms of the General Circulars, the Postal Ballot Notice is being sent electronically to all the shareholders who have registered their email ids with the Company or Depository Participant(s) as on the Cut-off Date and is also available on the website of the Company at [www.arvindsmartspaces.com](http://www.arvindsmartspaces.com).
5. **The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as “ASL-Postal Ballot-Registration of e-mail Ids” to Registrar and Transfer Agent of the Company, i.e., Link Intime India Private Limited at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) or to the Company at [investor@arvindinfra.com](mailto:investor@arvindinfra.com) with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.**
6. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
7. **Voting through Electronic Means:**

The Company is providing remote e-voting facility to its Members to cast their vote by electronic means through E-Voting Platform of NSDL at the link <https://www.evoting.nsdl.com/>.

The voting period begins at 09:00 AM on Friday, 3<sup>rd</sup> June, 2022 and ends at 05:00 PM on Saturday, 2<sup>nd</sup> July, 2022. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, 27<sup>th</sup> May, 2022 may cast their vote electronically.

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

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

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

### **STEP 1: ACCESS TO NSDL E-VOTING SYSTEM**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</li> </ol>

	<p>authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

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

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

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

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

## **STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.**

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pcs.buchassociates@gmail.com](mailto:pcs.buchassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto: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 [investor@arvindinfra.com](mailto:investor@arvindinfra.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 [investor@arvindinfra.com](mailto:investor@arvindinfra.com). If you are an Individual shareholders holding securities in demat mode, you

are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

##### **Item No. 1:**

In accordance with provisions of Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director holds office for a term of five consecutive years on the Board of the Company and he is eligible for re-appointment subject to the approval by members of the Company by way of a special resolution.

The members are aware that Mr. Nirav Kalyanbhai Shah was appointed as an Independent Director by a resolution passed at the Annual General Meeting held on 14<sup>th</sup> September, 2017 for a period of 5 (five) years upto 8<sup>th</sup> June, 2022. The Members are informed that the Board of Directors of the Company ('the Board') at its meeting held on 20<sup>th</sup> May, 2022, on the recommendation of the Nomination and Remuneration Committee, has re-appointed Mr. Nirav Kalyanbhai Shah as an Independent Director of the Company with effect from 9<sup>th</sup> June, 2022 subject to the approval of the Members of the Company in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV of the Act, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and his appointment shall not be subject to retire by rotation. A notice has been received from a member proposing Mr. Nirav Kalyanbhai Shah as a candidate for the office of the Director of the Company.

The Board is of the view that his continued association would benefit the Company, given his knowledge, experience and performance. The Board is also satisfied with his report of overall performance evaluation. Declaration has been received from him that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Nirav Kalyanbhai Shah fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Consent of the members by way of Special Resolution is required for re-appointment of Mr. Nirav Kalyanbhai Shah, in terms of Section 149 of the Act.

The details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as Director under Item No. 1 are as under:

Name of the Director	Mr. Nirav Kalyanbhai Shah
Director Identification No.	00397336
Date of Birth	15-06-1973
Age	49 Years
Nationality	Indian
Date of Appointment or reappointment on the Board	9 <sup>th</sup> June, 2017 (Appointment)
Qualifications	<ul style="list-style-type: none"><li>• Bachelor's degree in Commerce</li><li>• Post-Graduate Credit Course in International Business Strategy</li><li>• Corporate Finance from London School of Economics.</li></ul>
Expertise in specific functional area	Entrepreneur, Industrialist, Expertise in International Business Strategies and Corporate Finance.
Number of shares held in the Company	15 Equity Shares
Number of Board Meetings attended during the year.	6 out of 6 Board meetings
Details of remuneration sought to be paid	Mr. Nirav Kalyanbhai Shah will be paid remuneration by way of sitting fees and commission as may be approved by Board of Directors from time to time within the overall limit approved as approved by the members of the Company at their thirteenth Annual General Meeting held on 22 <sup>nd</sup> September, 2021.
Last drawn remuneration	Rs. 6,20,000 including sitting fees and commission in FY 2021-22.

List of the directorships held in other companies	<ol style="list-style-type: none"> <li>1. Jayatma Enterprises Limited</li> <li>2. Jayatma Industries Limited</li> <li>3. Jayatma Technologies Private Limited</li> <li>4. DMCC Oil Terminals (Navlakhi) Limited</li> <li>5. Jayatma Chemicals Private Limited</li> <li>6. Freewill Sports Private Limited</li> <li>7. Uttar Gujarat Vij Company Limited</li> </ol>																						
Chairman/Member in the Committees of the other companies in which he is Director	<table border="1"> <thead> <tr> <th>Name of company</th> <th>Name of Committee</th> <th>Chairman / Member</th> </tr> </thead> <tbody> <tr> <td>Jayatma Industries Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td rowspan="3">Jayatma Enterprises Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholder Relationship Committee</td> <td>Member</td> </tr> <tr> <td rowspan="3">Uttar Gujarat Vij Company Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Personnel Committee</td> <td>Member</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> </tbody> </table>			Name of company	Name of Committee	Chairman / Member	Jayatma Industries Limited	Audit Committee	Member	Jayatma Enterprises Limited	Audit Committee	Member	Nomination and Remuneration Committee	Member	Stakeholder Relationship Committee	Member	Uttar Gujarat Vij Company Limited	Audit Committee	Member	Personnel Committee	Member	Risk Management Committee	Member
Name of company	Name of Committee	Chairman / Member																					
Jayatma Industries Limited	Audit Committee	Member																					
Jayatma Enterprises Limited	Audit Committee	Member																					
	Nomination and Remuneration Committee	Member																					
	Stakeholder Relationship Committee	Member																					
Uttar Gujarat Vij Company Limited	Audit Committee	Member																					
	Personnel Committee	Member																					
	Risk Management Committee	Member																					
Relationships between Directors inter-se.	Mr. Nirav Kalyanbhai Shah is not related to any Director of the Company																						

Mr. Nirav Kalyanbhai Shah and his relatives are interested in this Special Resolution to the extent of their shareholding in the Company. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

In compliance with the General circulars issued by the MCA, this item is considered as urgent in nature requiring members' approval and forms part of this Notice. The Board recommends this Special Resolution for your approval.

**Registered Office:**  
**24, Government Servant Society,**  
**Nr. Municipal Market, Off C G Road,**  
**Navrangpura, Ahmedabad-380009**

**By Order of the Board**

**Prakash Makwana**  
**Company Secretary**

**Date: 20<sup>th</sup> May, 2022**  
**Place: Ahmedabad**