

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L45201GJ2008PLC055771

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAHCA5001H

(ii) (a) Name of the company

ARVIND SMARTSPACES LIMITED

(b) Registered office address

24, Government Servant's Society,
Near Municipal Market, off. C.G.Road, Navrangpura,
Ahmedabad
Ahmedabad
Gujarat
380002

(c) *e-mail ID of the company

prakash.makwana@arvind.in

(d) *Telephone number with STD code

07968267059

(e) Website

www.arvindsmartspaces.com

(iii) Date of Incorporation

26/12/2008

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

AGM will be held on 22nd September, 2021

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	L	Real Estate	L1	Real estate activities with own or leased property	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

14

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	AURA SECURITIES PRIVATE LIM +	U74110GJ1985PTC008269	Holding	52.63
2	ARVIND HEBBAL HOMES PRIVA +	U45200GJ2011PTC066023	Subsidiary	100
3	ARVIND HOMES PRIVATE LIMIT +	U70104GJ2019PTC108188	Subsidiary	100
4	ASL Facilities Management LLF +		Subsidiary	100
5	Changodar Industrial Infrastru +		Subsidiary	100
6	Arvind Altura LLP		Subsidiary	100
7	Arvind Beyond Five Club LLP		Subsidiary	100
8	Arvind Infracon LLP		Subsidiary	100
9	Ahmedabad Industrial Infrastru +		Subsidiary	100
10	Arvind Five Homes LLP		Subsidiary	51
11	Ahmedabad East Infrastructure +		Subsidiary	54
12	Yogita Shelters LLP		Subsidiary	99.79
13	Arvind Integrated Projects LLP		Joint Venture	50
14	Arvind Bsafal Homes LLP		Joint Venture	50

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	50,000,000	35,553,550	35,553,550	35,553,550
Total amount of equity shares (in Rupees)	500,000,000	355,535,500	355,535,500	355,535,500

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	50,000,000	35,553,550	35,553,550	35,553,550
Nominal value per share (in rupees)	10	10	10	10

Total amount of equity shares (in rupees)	500,000,000	355,535,500	355,535,500	355,535,500
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(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	35,553,550	355,535,500	355,535,500	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0

ix. GDRs/ADRs	0	0	0	0
x. Others, specify <input type="text"/>				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <input type="text"/>				
At the end of the year	35,553,550	355,535,500	355,535,500	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify <input type="text"/>				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <input type="text"/>				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,191,161,468
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			1,191,161,468

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

938,713,473

(ii) Net worth of the Company

3,361,578,098

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	261,297	0.73	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	20,595,623	57.93	0	
10.	Others	0	0	0	
	Total	20,856,920	58.66	0	0

Total number of shareholders (promoters)

27

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	12,341,913	34.71	0	
	(ii) Non-resident Indian (NRI)	288,667	0.81	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	53	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	584,392	1.64	0	
4.	Banks	0	0	0	
5.	Financial institutions	796	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	1,202	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	473,727	1.33	0	
10.	Others Foreign Portfolio Investor , #	1,005,880	2.83	0	
	Total	14,696,630	41.32	0	0

Total number of shareholders (other than promoters)

113,653

**Total number of shareholders (Promoters+Public/
Other than promoters)**

113,680

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	55	55
Members (other than promoters)	113,842	113,653
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	2	0	2	0	0.56
B. Non-Promoter	1	4	1	4	1.8	0
(i) Non-Independent	1	0	1	0	1.8	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	6	1.8	0.56

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Sanjay S. Lalbhai	00008329	Director	200,155	
Mr. Kamal Singal	02524196	Managing Director	641,015	
Mr. Kulin S. Lalbhai	05206878	Director	0	
Mr. Pratul Krishnakant S	00162576	Director	116	
Mr. Prem Prakash Pang	00844391	Director	0	
Mr. Nirav Kalyanbhai Sh	00397336	Director	15	
Ms. Pallavi Vyas	08521883	Director	0	
Mr. Ankit Jain	ADUPJ3434G	CFO	10	
Mr. Prakash Makwana	AAPPM7117B	Company Secretar	410	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Mehul Shah	ALXPS5280L	CFO	30/06/2020	Cessation
Mr. Ankit Jain	ADUPJ3434G	CFO	01/07/2020	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	29/09/2020	116,832	67	11.36

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2020	7	7	100
2	25/06/2020	7	7	100
3	11/09/2020	7	7	100
4	30/10/2020	7	6	85.71
5	28/01/2021	7	7	100
6	18/03/2021	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

30

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/06/2020	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
2	Audit Committee	11/09/2020	4	4	100
3	Audit Committee	30/10/2020	4	3	75
4	Audit Committee	28/01/2021	4	4	100
5	Stakeholders'	25/06/2020	4	4	100
6	Stakeholders'	30/10/2020	4	3	75
7	Stakeholders'	28/01/2021	4	4	100
8	Corporate Soc	25/06/2020	4	4	100
9	Corporate Soc	30/10/2020	4	4	100
10	Nomination an	25/06/2020	3	3	100

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Mr. Sanjay S.	6	6	100	25	10	40	
2	Mr. Kamal Sin	6	6	100	27	27	100	
3	Mr. Kulin S. La	6	6	100	18	18	100	
4	Mr. Pratul Kris	6	4	66.67	10	8	80	
5	Mr. Prem Prak	6	6	100	12	2	16.67	
6	Mr. Nirav Kaly	6	6	100	5	5	100	
7	Ms. Pallavi Vy	6	6	100	3	3	100	

X. * REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Kamal Singal	Managing Director	7,277,564	874,680	0	590,619	8,742,863
	Total		7,277,564	874,680	0	590,619	8,742,863

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Mehul Shah	CFO	828,566	0	0	61,436	890,002
2	Mr. Ankit Jain	CFO	5,585,814	0	0	538,113	6,123,927
3	Mr. Prakash Makwana	Company Secretary	2,669,916	0	0	200,317	2,870,233
	Total		9,084,296	0	0	799,866	9,884,162

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Sanjay S. Lalbhai	Non-Executive Director	0	0	0	0	0
2	Mr. Kulin S. Lalbhai	Non-Executive Director	0	0	0	0	0
3	Mr. Pratul Shroff	Independent Director	0	500,000	0	120,000	620,000
4	Mr. Prem Prakash F...	Independent Director	0	500,000	0	180,000	680,000
5	Mr. Nirav Kalyanbhai	Independent Director	0	500,000	0	110,000	610,000
6	Ms. Pallavi Vyas	Independent Director	0	400,000	0	90,000	490,000
	Total		0	1,900,000	0	500,000	2,400,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

List of attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

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This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

**FORM NO. MGT-7
Annual Return**

Corporate Identification Number (CIN) of the company : L45201GJ2008PLC055771
Name of the company : Arvind SmartSpaces Limited
Financial Year : From 01-04-2021 to 31-03-2021
Annual General Meeting : 22nd September, 2021

IX. MEETINGS OF MEMBERS / CLASS OF MEMBERS / BOARD / COMMITTEES OF THE BOARD OF DIRECTORS:

C. COMMITTEE MEETINGS

Number of Meetings held: 30 (Thirty)

Sr. No	Type of Meetings	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Nomination and Remuneration Committee	30/10/2020	3	3	100
12	Independent Director's Meeting	28/01/2021	4	4	100
13	Management Committee	21/05/2020	3	2	66.67
14	Management Committee	26/06/2020	3	2	66.67
15	Management Committee	02/07/2020	3	2	66.67
16	Management Committee	18/07/2020	3	2	66.67
17	Management Committee	07/08/2020	3	2	66.67
18	Management Committee	14/09/2020	3	2	66.67
19	Management Committee	28/09/2020	3	2	66.67
20	Management Committee	19/10/2020	3	2	66.67
21	Management Committee	28/10/2020	3	3	100
22	Management Committee	26/11/2020	3	3	100
23	Management Committee	14/12/2020	3	3	100
24	Management Committee	04/01/2021	3	2	66.67
25	Management Committee	23/01/2021	3	2	66.67
26	Management Committee	09/02/2021	3	2	66.67
27	Management Committee	25/02/2021	3	2	66.67
28	Management Committee	03/03/2021	3	2	66.67
29	Management Committee	18/03/2021	3	2	66.67
30	Management Committee	23/03/2021	3	2	66.67

For Arvind SmartSpaces Limited

**Prakash Makwana
Company Secretary**

Date: [●]

To,
The Registrar of Companies,
Office of Registrar of Companies, Gujarat,
ROC Bhavan, Opp. Rupal Park,
Naranpura, Ahmedabad - 3800013,
Gujarat, India.

Dear Sir/Madam,

Sub: Clarification for e-form MGT-7 for the financial year 2020-21.

With reference to the captioned subject matter, we hereby clarify the following details in respect of e-form MGT-7 for financial year 2020-21 being submitted:

1. as on 31st March, 2021, the Company has total 1,13,680 shareholders out of which 27 shareholders, holding 2,08,56,920 shares (58.66% of total equity share capital) belong to promoter and promoter group as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018). However, in e-form MGT-7 in point no. VII(a) & VII, we have mentioned total 55 number of promoter and promoter group which includes 28 promoter and promoter group having 0 (Zero) shares but forming part of promoter and promoter group.
2. We have mentioned the number shareholders [i.e. Promoters and Members (other than promoters)] on Permanent Account Number (PAN) basis and not Folio basis.
3. During the year, the Company has passed following resolutions through postal ballots, in compliance with provisions of Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**") and General Circulars issued by the Ministry of Corporate Affairs:

Sr. No.	Particulars of resolution
1	Special Resolution for Alteration of Objects Clause and Liability Clause of Memorandum of Association to align with the provisions of the Companies Act, 2013
2	Special Resolution for approval and adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013.
3	Ordinary Resolution for approval of Related Party Transaction with Arvind Five Homes LLP.
4	Ordinary Resolution for approval of reclassification of a shareholder from the 'Promoter Group' to the 'Public' Category.

Please the above in your records.

Thanking You,
For Arvind SmartSpaces Limited

Prakash Makwana
Company Secretary

N. V. KATHIRIA & ASSOCIATES
Company Secretaries

DRAFT

Form No. MGT-8

**[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]**

Certificate by a Company Secretary in Practice

We have examined the registers, records and books and papers of **Arvind SmartSpaces Limited ("the Company")** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2021. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act and Rules made there under in respect of that:-
 1. its status under the Act is a Listed Public Company having share capital;
 2. the Company has kept and maintained necessary registers as per the provisions and the rules made thereunder and all entries therein have been recorded within the prescribed time;
 3. the Company has filed forms and returns as stated in the annual return, with the Registrar of Companies or other authorities either within the prescribed time of the relevant provisions or have been filed with additional fees as provided in section 403(1) of the Act;
 4. the Company has called/conveyed/held meetings of Board of Directors, committee meetings and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. the Register of Members and Share Transfer Books of the Company has remained closed Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive);
 6. as confirmed by the management of the Company, the Company has not advanced any loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
 7. as confirmed by the management of the Company that the Company has entered into transactions with related parties on arm's length basis and in ordinary course of business as specified in section 188 of the Act. There are no materially significant related party transactions made by the Company with promoters, directors or KMP etc. which may have potential conflict with the interest of the Company at large for which warrants the approval of the shareholders;

8. the company has not issued or allotted any equity shares during the F.Y. 2020-21. And upon transfer or transmission of shares, the Company has issued share certificates within the time prescribed under the act and has made necessary entries in the Register of Transfers. The Company has not bought back of securities during the year.
9. the Company has not kept in abeyance the rights to Dividend and no pending registration of transfer of shares in compliance with the provisions of the Act;
10. the Company has not declared any dividend for the Financial Year 2019-20 and there is no transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. the Company has complied with the requirements of signing of audited financial statement as per the provisions of section 134 of the Act and report of directors as per sub-sections (3), (4) and (5) thereof;
12. the board of directors of the Company is properly constituted. The directors have disclosed their interest in other companies/firms to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder. The Company has appointed Key Managerial personnel as required under the provisions of the Act. The Company has paid remuneration to its directors and Key Managerial personnel.
13. the Company has made appointment of Statutory Auditors/Internal Auditors and Cost Auditors as per the provisions of the Act;
14. as confirmed by the management of the Company, the Company has obtained necessary approvals from the Central Government, Regional Director, Registrar, etc. or such other authorities under the various provisions of the Act, as and when it requires;
15. the Company has not accepted deposit within the provisions of section 73 of the Act, 2013;
16. the Company has borrowed secured loans from Banks/Financial Institutions and others and created/modified/satisfied the charges wherever applicable within the limit approved by the shareholders under section 180(1)(a) and 180(1)(c) of the Act and has also not taken unsecured loans from its shareholders and relatives;
17. the Company has made loans and investments or guarantees given or providing of securities to other bodies corporate or persons as per the provisions of section 186 of the Act;
18. The Company has altered its Memorandum and Articles of Association during the year under review.

For N. V. KATHIRIA & ASSOCIATES
Company Secretaries

DATE :
PLACE : AHMEDABAD

N. V. KATHIRIA
PROPRIETOR
FCS 4573 COP 3278

UDIN: