

3<sup>rd</sup> September, 2020

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

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

**Security Code : 539301**

**Security ID : ARVSMART**

**Symbol : ARVSMART**

Dear Sirs,

**Sub: Submission of Notice of Annual General Meeting.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Annual General Meeting of the Company to be held on Tuesday, 29<sup>th</sup> September, 2020 at 11.00 a.m. through Video Conference ("VC") / Other Audio Visual Means ("OAVM") alongwith instructions for e-voting. The aforesaid notice alongwith instructions for e-voting is being sent to all eligible shareholders and is also available on the website of the Company at [www.arvindsmartspaces.com](http://www.arvindsmartspaces.com).

This is for your information and records.

Thanking You,

Yours Faithfully,

**For Arvind SmartSpaces Limited**



**Prakash Makwana**  
Company Secretary



## NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of the members of the Company will be held on Tuesday, 29<sup>th</sup> September, 2020 at 11.00 a.m. through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) to transact the following Business:

### ORDINARY BUSINESS

- To receive, consider and adopt the Audited Standalone Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Directors and Auditors thereon.
- To appoint a Director in place of Mr. Sanjay S. Lalbhai (DIN: 00008329), who retires by rotation in terms of Article 187 of the Articles of Association of the Company and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS

- To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 85,000/- (Rupees Eighty Five Thousand Only) plus applicable taxes and re-imbursment of out of pocket expenses incurred in connection with the audit, payable to M/s Kiran J. Mehta & Co., Cost Accountants, Ahmedabad having Firm Registration No. 000025 appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending 31<sup>st</sup> March, 2021 be and is hereby ratified and confirmed.

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.

- To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 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), Ms. Pallavi Vyas (DIN: 08521883), who was appointed as an

Additional Director in the category of Independent Director of the Company by the Board of Directors with effect from 5<sup>th</sup> August, 2019, who holds office until the date of the ensuing Annual General Meeting and relating to whom the Company has received a Notice under Section 160 of the Act signifying the intention of proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 4<sup>th</sup> August, 2024 and that her office as Independent Director shall not be subject to retirement by rotation.

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.

- To consider and if thought fit, to pass with or without modification(s), 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. Pratul Shroff (DIN: 00162576), who was appointed as an Independent Director up to 27<sup>th</sup> March, 2020 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, to hold office for a second term of 5 (five) consecutive years upto 28<sup>th</sup> March, 2025 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.

- To consider and if thought fit, to pass with or without modification(s), 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. Prem Prakash Pangotra (DIN: 00844391), who was appointed as an Independent Director up to 27<sup>th</sup> March, 2020 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, to hold office for a second term of 5 (five) consecutive years upto 28<sup>th</sup> March, 2025 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.

7. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 (“Companies Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act and any other circulars, orders and notifications in this regards issued by Ministry of Corporate Affairs including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015, the consent of the members of the Company, be and is hereby accorded for re-appointment of Mr. Kamal Singal (DIN: 02524196) as Managing Director and Chief Executive Officer (“MD & CEO”) of the Company, for a further period of 5 (five) years with effect from 1<sup>st</sup> June, 2020 upto 31<sup>st</sup> May 2025 upon the terms and conditions of appointment and be paid remuneration by way of salary, perquisites, benefits and allowances, performance incentive, commission etc. as detailed in the Explanatory Statement annexed to this notice, pursuant to Section 102(1) of the Companies Act.

RESOLVED FURTHER THAT, the overall managerial remuneration payable to Mr. Kamal Singal shall be such amount as may be fixed by the Board of Directors from time to time on recommendation of the Nomination and Remuneration Committee (“NRC”) but not exceeding the Maximum Remuneration as detailed in the Explanatory Statement at any point of time, which may or may not exceed 11% (eleven per cent) of net profits of the Company and that the Board and NRC be and are hereby severally authorized to alter, vary or increase the remuneration of Mr. Kamal Singal, within the Maximum Remuneration in such manner as may be required during aforesaid period of 5 (five) years.

RESOLVED FURTHER THAT in the event, if the Company has no profits or its profits are inadequate in any financial year, during the currency of the term of Mr. Kamal Singal, consent of the members of the Company be and is hereby accorded for payment of managerial remuneration as detailed under Minimum Remuneration in the Explanatory Statement annexed hereto and as laid down in Part II of Section II (A) of Schedule V to the Companies Act as applicable to the Company, in compliance with provisions stipulated therein and that the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the Minimum Remuneration payable from time to time based on the recommendations of the NRC.

RESOLVED FURTHER THAT the Board of Directors or any other committee of Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including seeking approvals/ sanctions of any authorities/ agencies as may be applicable and to settle any question or doubt that may arise in relation thereto, in order to give effect to the foregoing resolution.”

8. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to provisions of Sections 197 and 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and subject to all approvals, permissions and sanctions as may be necessary, the consent of the Company be and is hereby accorded for the payment of commission to the Director(s) of the Company who is / are neither in the wholetime employment nor managing director(s), in accordance with and up to the limits not exceeding 1% (one per cent) as laid down under the provisions of Section 197 of the Act, computed in the manner specified in the Act, and be paid to the Directors of the Company or some or any of them [other than the Managing Director and Wholetime Director(s)], for a period of 5 (five) years from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2025 in such manner and up to such amount within the above limit as the Board and/or Committee of the Board may, from time to time, determine.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Committee constituted by the Board be and are hereby authorized to take all actions and do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

Registered Office:  
24, Government Servant’s Society,  
Near Municipal Market,  
Off C.G. Road, Navrangpura,  
Ahmedabad - 380009  
Date: 25<sup>th</sup> June, 2020

**By Order of the Board**

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

## Notes

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20 dated 5<sup>th</sup> May, 2020 read with Circular No. 14 dated 8<sup>th</sup> April, 2020 and Circular No. 17 dated 13<sup>th</sup> April, 2020 (hereinafter collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM. The deemed venue for the Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is explained at Note No. 19 below.
2. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated 12<sup>th</sup> May, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company’s website [www.arvindsmartspaces.com](http://www.arvindsmartspaces.com); websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination cum Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
7. **Registration of email ID and Bank Account details:**  
In case the shareholder’s email ID is already registered with the Company/ its Registrar & Share Transfer Agent “RTA”/ Depositories, log in details for e-Voting are being sent on the registered email address.  
In case the shareholder has not registered his/ her/ their email address with the Company/ its RTA/ Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
  - (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/ Bank detail Registration - fill in the details and upload the required documents and submit.  
OR
  - (ii) **In the case of Shares held in Demat mode:**  
The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
8. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 3 to 8 of the Notice, is annexed hereto. The relevant 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 Nos. 4, 5, 6 and 7 of the Notice, are also annexed.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23<sup>rd</sup> September, 2020 till Tuesday, 29<sup>th</sup> September, 2020 (both days inclusive).
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company’s Registrars and Transfer Agents, Link Intime India Pvt. Ltd. in case the shares are held by them in physical form.  
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 the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Pvt. Ltd.
11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 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 Link Intime India Pvt. Ltd. for assistance in this regard.



12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime India Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. Members intending to require information about Accounts in the Meeting are requested to inform the Company at least 7 days in advance of the AGM.
14. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/ Link Intime India Pvt. Ltd.
15. All documents referred to in the accompanying Notice of the AGM and explanatory statement shall be open for inspection without any fee at the registered office of the Company during normal business hours on any working day upto and including the date of the AGM of the Company.
16. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
17. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with Notice.
18. **Instructions for voting through electronic means (e-Voting):**
  - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
  - II. The Company has engaged the services of NSDL as the Agency to provide remote e-Voting facility and e-Voting during the AGM.
  - III. Mr. Hitesh Buch, Practicing Company Secretary (Membership No. FCS 3145, COP 8195) has been appointed as the Scrutinizer to scrutinize the e-Voting during the AGM and remote e-Voting in a fair and transparent manner.
  - IV. The Results of voting will be declared within 48 hours from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of India Limited) and shall also be displayed on the Company's website [www.arvindsmartspaces.com](http://www.arvindsmartspaces.com) and NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - V. Voting rights of the Members for voting through remote e-Voting and voting during the AGM shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 22<sup>nd</sup> September, 2020. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-Voting and voting during the AGM.
  - VI. The remote e-Voting facility will be available during the following period:
    - a. Commencement of remote e-Voting: 09:00 A.M. (IST) on Saturday, 26<sup>th</sup> September, 2020.
    - b. End of remote e-Voting: 05:00 P.M. (IST) on Monday, 28<sup>th</sup> September, 2020.
    - c. The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period.
  - VII. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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 during the AGM.
  - VIII. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
  - IX. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning their demat account number/ folio number, PAN, name and registered address. However, if he/ she is already registered with NSDL for remote e-Voting then he/ she can use his/ her existing User ID and password for casting the vote.
  - X. **Process and manner for Remote e-Voting:**

Members are requested to follow the below instructions to cast their vote through e-Voting:

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system

**Details on Step 1 are mentioned below:**

**How to Log-into 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 'Shareholders' section.
    3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address.

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.

**Details on Step 2 are given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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).
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.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**In case you have not registered your e-mail address with the Company/Depository, please follow below instructions for registration of e-mail address for obtaining Annual Report and / or login details for e-voting**

Physical Holding	Visit the link: <a href="https://linkintime.co.in/EmailReg/email_register.html">https://linkintime.co.in/EmailReg/email_register.html</a> and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail address.
Demat Holding	Please contact your Depository Participant (DP) and register your e-mail address in your demat account as per the process advised by your DP.

**19. Instructions for Members to attend the AGM through VC/OAVM:**

- I. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for Company's AGM.  
Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- II. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. Further, an additional time of 15 minutes after the commencement of the meeting shall also be provided for joining the meeting.
- III. Members are encouraged to join the Meeting through Laptops for better experience.
- IV. Members will be required to allow Camera and use Internet

with a good speed to avoid any disturbance during the meeting.

- V. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- VI. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990.
- VII. Members seeking any information with regard to the annual accounts for 2019-20 or any business to be dealt at the AGM, are requested to send an e-mail on [investor@arvindinfra.com](mailto:investor@arvindinfra.com) on or before 25<sup>th</sup> September, 2020 along with their name, DP ID and Client ID/ folio number, PAN and mobile number. The same will be replied by the Company suitably.
- VIII. Further, members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ Folio Number, PAN and mobile number at [investor@arvindinfra.com](mailto:investor@arvindinfra.com) on or before 25<sup>th</sup> September, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Registered Office:  
24, Government Servant's Society,  
Near Municipal Market,  
Off C.G. Road, Navrangpura,  
Ahmedabad - 380009  
Date: 25<sup>th</sup> June, 2020

**By Order of the Board**

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

**EXPLANATORY STATEMENT OF MATERIAL FACTS ANNEXED TO THE NOTICE [PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013:**

**Item No. 3**

The Board of Directors at its Meeting held on 25<sup>th</sup> June, 2020, upon the recommendation of the Audit Committee, approved the appointment of M/s Kiran J. Mehta & Co., Cost Accountants (Firm Registration Number 000025), to conduct the audit of the cost records of the Company on a remuneration of ₹ 85,000/- (Rupees Eighty Five Thousand Only) plus applicable taxes and re-imbursalment of out of pocket expenses to be incurred in connection with the audit for the financial year ending 31<sup>st</sup> March, 2021.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (as amended from time to time) the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2021, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

**Item No. 4**

Sections 149, 150, 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) and subject to the approval of members of the Company, Ms. Pallavi Vyas (DIN: 08521883), who was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors with effect from 5<sup>th</sup> August, 2019, who holds office for 5 (five) consecutive years upto 4<sup>th</sup> August, 2024. A notice has been received from a member proposing Ms. Pallavi Vyas as a candidate for the office of the Director of the Company.

Ms. Pallavi Vyas holds PhD in Public Policy from the Harris School of Public Policy, University of Chicago. She also holds an MA in Economics from Bowling Green State University and a BA from Mumbai University. She is at present Associate Professor in Economics and Public Policy at Ahmedabad University. Her fields of interest are Labor Economics, Human Capital Theory, Public Health and Development Economics. In her dissertation, she studied the impact of changes in the female college wage premium and employment shocks on teen fertility behaviour in the U.S.

She is also a consultant to the World Bank where her projects involve calculating poverty rates for India using Survey to Survey Imputation methods, establishing the relationship between anthropometric

indicators for children and wealth measures and a labor market analysis for the Maldives. She is also a consultant to CPWR where she is evaluating medical costs to workers in the construction industry in the U.S. Between 1999 and 2008, Pallavi worked as an economist in economic litigation consulting at Economic Analysis / LECG, in Los Angeles. Her work included analysis in antitrust, securities, brand valuation and corporate labor cases. Prior to joining Economic Analysis/LECG, she worked at the Milken Institute in Santa Monica as a Research Analyst to the President on global economic issues.

She is not holding any equity shares of the Company and is not related to any Director of the Company.

In the opinion of the Board, Ms. Pallavi Vyas fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. A copy of the Letter of appointment of Ms. Pallavi Vyas as an Independent Director would be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 24<sup>th</sup> September, 2020 during normal business hours on any working day, excluding Sunday.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Pallavi Vyas as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Pallavi Vyas as an Independent Director, for the approval by the members of the Company.

Except Ms. Pallavi Vyas, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under SEBI Listing Regulations 2015.

**Item No. 5**

The members at Annual General Meeting held on 11<sup>th</sup> May, 2015 approved the appointment of Mr. Pratul Shroff as an Independent Director of the Company for a period of 5 (five) years upto 27<sup>th</sup> March, 2020. Now, the Board of Directors of the Company ("the Board") on 30<sup>th</sup> January, 2020, on the recommendation of the Nomination and Remuneration Committee, recommended the re-appointment of Mr. Pratul Shroff as an Independent Director of the Company with effect from 28<sup>th</sup> March, 2020 to the members in terms 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) and his appointment shall not be subject to retire by rotation. A notice has been received in writing from a member proposing Mr. Pratul Shroff as a candidate for the office of Director of the Company.

The Board is of the view that the continued association of Mr. Pratul Shroff would benefit the Company, given the knowledge,



experience and performance of Mr. Pratul Shroff and the Board of Directors are also satisfied with the overall performance evaluation results of Mr. Pratul Shroff. Declaration has been received from Mr. Pratul Shroff 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. Pratul Shroff 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. Pratul Shroff, in terms of Section 149 of the Act.

Mr. Pratul Shroff and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

#### Item No. 6

The members at Annual General Meeting held on 11<sup>th</sup> May, 2015 approved the appointment of Mr. Prem Prakash Pangotra as an Independent Director of the Company for a period of 5 (five) years upto 27<sup>th</sup> March, 2020. The Board of Directors of the Company (‘the Board’) on 27<sup>th</sup> February, 2020, on the recommendation of the Nomination and Remuneration Committee, recommended the re-appointment of Mr. Prem Prakash Pangotra as an Independent Director of the Company with effect from 28<sup>th</sup> March, 2020 to the members in terms 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) and his appointment shall not be subject to retire by rotation. A notice has been received in writing from a member proposing Mr. Prem Prakash Pangotra as a candidate for the office of Director of the Company.

The Board is of the view that the continued association of Mr. Prem Prakash Pangotra would benefit the Company, given the knowledge, experience and performance of Mr. Prem Prakash Pangotra and the Board of Directors are also satisfied with the overall performance evaluation results of Mr. Prem Prakash Pangotra. Declaration has been received from Mr. Prem Prakash Pangotra 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. Prem Prakash Pangotra 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. Prem Prakash Pangotra, in terms of Section 149 of the Act.

Mr. Prem Prakash Pangotra and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

#### Item No. 7

The members of the Company had appointed Mr. Kamal Singal (DIN: 02524196) as Managing Director and Chief Executive Officer (MD & CEO) of the Company by passing Special resolution at its Annual General Meeting held on 11<sup>th</sup> May, 2015.

Mr. Singal, aged 48 years, is a Commerce Graduate from Maharshi Dayanand University; ICWAI - Intermediate from Institute of Cost and Works Accounts of India-Calcutta; Post Graduate Diploma in Management from All India Institute of Management-Delhi; Post Graduate Diploma in Computer Application from Kurukshetra University; MS of Computer Science from Guru Jambheshwar University, Hissar and Executive Post Graduate Diploma in Management from Indian Institute of Management, Indore and has more than 28 years of experience in different industries. He has been associated with Arvind Group since July 2001.

Based on the recommendation of the Nomination and Remuneration Committee (‘NRC’) and in view of the contributions made by him, it is proposed to re-appoint Mr. Singal as MD & CEO of the Company for a further period of 5 (five) years commencing from 1<sup>st</sup> June, 2020 on the below mentioned remuneration by way of salary, perquisites, benefits and allowances, performance incentive, etc.:

- A. Basic salary:** Rs. 5,15,000 (Rupees Five Lakhs Fifteen Thousand only) per month with authority to the Board of Directors to revise the basic salary from time to time taking into account the performance of the Company, subject however to a maximum of Rs. 10,00,000 (Rupees Ten Lakhs only) per month.
- B. Perquisites and Allowances:** In addition to the basic salary, the following perquisites / allowances shall be paid/allowed to the MD & CEO:

#### CATEGORY – A

- (i) **Housing:** The Company shall provide furnished accommodation to the MD & CEO. If the MD & CEO is having his own accommodation, the Company shall pay House Rent Allowance up to 40% of the Basic Salary.
- (ii) **Other Allowances:** The Company shall pay other allowances such as Performance Linked Variable Pay, Special Allowance, Role Award, etc. as per the Company’s policy.

(iii) **Personal Accident Insurance:** The Company shall pay/reimburse Personal Accident Insurance Premium up to Rs. 25,000/- (Rupees Twenty Five Thousand) for the MD & CEO.

(iv) **Club Fees:** The Company shall reimburse annual fees for a maximum of 2 clubs.

The aggregate value of perquisites for (i) to (iv) above for each year shall be computed as per the provisions of Income Tax Act, 1961. In case of benefits for which no specific rule of valuation is provided under the Income-tax Act, the perquisites value of such benefit shall be taken at actual cost.

(v) **Medical Reimbursement:** Medical Expenses actually incurred for self and family shall be reimbursed by the Company.

### CATEGORY – B

(i) The Company shall contribute towards Provident Fund / Superannuation Fund / Annuity Fund / National Pension Fund provided that such contributions either singly or put together shall not exceed the tax-free limit prescribed under the Income-tax Act.

(ii) The Company shall pay Gratuity as per rules of the Company.

(iii) Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per rules of the Company.

The above shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.

### CATEGORY – C

(i) The Company shall provide car(s) with driver at the entire cost of the Company for use on Company's business and the same will not be considered as perquisites.

(ii) The Company shall provide telephone and other communication facilities at the residence of the MD & CEO at the entire cost of the Company.

**C. Commission:** The MD & CEO shall be entitled to Commission on profits or in any other form as NRC and the Board of Directors may determine from time to time subject to a maximum limit of 1% of Consolidated Profit Before Tax of the Company.

**D. Entitlement to shares:** Mr. Singal has been granted options under various Employees Stock Option Plans of the Company. Out of these, 4,23,729 (Four Lakhs Twenty Three Thousand Seven Hundred and Twenty Nine) stock options are pending to be exercised by Mr. Singal and may lead to salary in form of perquisite on exercise. Further options may also be granted by NRC, if Mr. Singal is found eligible under active Employees Stock Option Plan of the Company.

**E. Maximum Remuneration:** Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of office of the MD & CEO, if there is profit then the overall managerial remuneration payable to Mr. Kamal Singal shall be such amount as may be fixed by the Board of Directors from time to time on recommendation of the NRC, but not exceeding Rs. 6,00,00,000/- (Rupees Six Crores only) per annum at any point of time, excluding value of perquisite, if any, for entitlement to shares as per para D above, which may or may not exceed 11% (eleven per cent) of net profits of the Company as laid down in Section 197 read with Part II of Section I of Schedule V to the Companies Act, 2013.

**F. Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, in the event, if the Company has no profits or its profits are inadequate in any financial year, the Company will pay a minimum remuneration by way of salary, perquisites, benefits and allowances, performance incentive, etc. excluding value of perquisite, if any, for Entitlement to shares as per para D above, for a period not exceeding 3 (Three) years as per Part II of Section II (A) of Schedule V to the Companies Act, 2013 and rules made thereunder or any statutory modifications and / or re-enactment thereof as may be decided by the Board from time to time on recommendation of NRC.

The above mentioned remuneration may be altered, amended, varied, enhanced or modified from time to time by the Board of Directors of Company on recommendation of NRC as it may, in its discretion, deem fit, within the minimum and maximum amount as mentioned above as Managerial Remuneration in accordance with the provisions of the Companies Act, 2013 including those of Schedule V or any amendments thereto made hereafter in this regard.

If re-appointed, Mr. Singal will hold office for a term of 5 (five) years, which will end on 31<sup>st</sup> May 2025. Mr. Singal satisfies the conditions set out in Section 196(3) and Part 1 of Schedule V to the Companies Act, 2013. Mr. Singal has given his consent to act as MD & CEO of the Company. Further as per the declarations received by the Company, he is not disqualified under Section 164 of the Companies Act, 2013.

The Companies (Amendment) Act, 2017 brought changes in the provisions of Section 197 and Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by removing the requirement of Central Government approval for payment of remuneration in excess of limits set out in Section 197 and Schedule V of the Companies Act, 2013. The Companies Amendment Act, 2017 replaces the requirement of Central Government approval with the requirement of obtaining shareholders' approval through a special resolution and accordingly, the approval of the shareholders is being sought by way of a special resolution.

The NRC and the Board of Directors at their meetings held on 28<sup>th</sup> May, 2020 have recommended and approved the re-appointment and the remuneration payable to MD & CEO for a period not exceeding 5 (five) years.

## Statement of Information for the members pursuant to Section II of Part II of Schedule V to the Companies Act:

### I. GENERAL INFORMATION:

#### 1. Nature of industry:

Real Estate development.

#### 2. Date or expected date of commencement of commercial production:

The Company was incorporated on 26<sup>th</sup> December, 2008 and commenced business thereafter.

#### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

#### 4. Financial performance based on given indicators (As per audited financial statements for the year ended 31.03.2020):

(₹ in Lacs)

Particulars	Standalone	Consolidated
Sales & Other Income	16194.46	30170.62
EBIDTA	4509.85	9099.62
Net Profit	1937.70	4114.08

On a consolidated basis, the Company has seen a topline growth of ~14% and bottom line growth of ~28%.

#### 5. Foreign investments or collaborations, if any:

Nil

### II. INFORMATION ABOUT THE APPOINTEE:

#### 1. Background details:

Mr. Kamal Singal, MD & CEO is Commerce Graduate from Maharshi Dayanand University; ICWAI-Intermediate from Institute of Cost & Works Accounts of India-Calcutta; Post Graduate Diploma in Management from All India Institute of Management-Delhi; Post Graduate Diploma in Computer Application from Kurukshetra University; MS of Computer Science from Guru Jambheshawar University, Hissar and Executive Post Graduate Diploma in Management from Indian Institute of Management, Indore.

Mr. Kamal Singal, MD & CEO of the Company has more than 28 years of experience in the different industries as follows: (1) DCM Textiles during June 1992 to 1999, as Head-Planning & Systems responsible for Production Planning & Control, Financial Planning, Purchase-Materials Handling and MIS; (2) Arvind Limited during July 2001 to Nov 2006 Heading MIS team and also Head - Operations in Garment Exports division; (3) Arvind Brands Limited during 2006 to 2008 Heading Supply Chain Management and IT functions;

(4) Arvind Limited during August 2008 to Dec 2011 as CEO of Real Estate Division; (5) Arvind SmartSpaces Limited (then known as Arvind Infrastructure Limited) during Jan 2012 to May 2015 as CEO and thereafter as Managing Director and Chief Executive Officer, over all in charge of the affairs of the Company.

#### 2. Past remuneration:

Mr. Kamal Singal has received following remuneration for FY 2019-20:

(₹ in Lacs)

Details of Remuneration	P.M.	P.A.
Basic Salary	5.15	61.80
Perquisites/ Personal Allowances (Including Performance Linked Variable Pay/Special Allowances/Role Awards)	18.36	220.27
<b>Gross Salary</b>	<b>23.51</b>	<b>282.12</b>
Retiral Benefits	0.86	10.32
Commission	-	30.60
<b>Total</b>	<b>24.37</b>	<b>322.99</b>

#### 3. Recognition or awards:

Under the leadership of Mr. Singal, the Company has received several awards including following:

- Golden Brick Awards, Dubai, 2019**  
Arvind Uplands – “Best Golf Course Architecture (National)”
- India News Gujarat First Conclave, 2019**  
Best Real Estate Company Award from Hon’able CM Gujarat Shri Vijay Rupani
- Realty Plus conclave and excellence Awards, 2019**  
Arvind Aavishkaar – Affordable Housing Project of the Year
- Prestigious Brands of Asia, Dubai, 2018**  
Arvind Smartspaces Limited – Prestigious rising brands – Real Estate
- Realty Plus Award - June 2018**  
Arvind Uplands - Design Project of the Year
- Gujarat Real Estate Awards – April 2018**  
Arvind Uplands - Creating High Quality Lifestyle villas in Gujarat

#### 4. Job profile and his suitability:

On the basis of background of Mr. Singal, education, experience of handling the real estate business of the Company independently since 2008, and the pivotal role

being played in the development of the Company, he has been appointed as MD & CEO and is in charge of overall management of the company subject to the direction, supervision and control of Board of Directors of the Company. He is responsible for providing strategic and leadership perspective to the Company's future business direction and to generate significant additional value for Members in the coming years.

## 5. Remuneration proposed:

The details of the proposed remuneration are detailed above under Para A to F.

## 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The current remuneration being paid to the MD & CEO (looking at the profile of the position and responsibilities shouldered by person) is in line with the remuneration being paid by comparable companies. The Company has ambitious growth plans and will continue to attract, retain and reward the professionals with a remuneration in accordance with prevailing market conditions and industry bench mark.

## 7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Kamal Singal does not have any pecuniary relationship with the Company except the remuneration being paid to him as MD & CEO, as a shareholder to the extent of his shareholding directly / indirectly in the Company and as a partner in any of the subsidiaries or LLPs of the Company. He does not have any pecuniary relationship with managerial personnel of the Company. He is working as an independent professional and in an executive capacity, not related to Promoters / directors of the Company.

right of payment, receipt of project completion certificate, handover of possession of units to customers, risk and rewards of ownership etc. In case, the Company is not able to satisfy performance obligation or justify transfer of control in any projects during the financial year, the Company may not be able to recognize revenue and book profits even if the projects have progressed well as envisaged by the Company. Additionally, new projects execution may vary to be undertaken directly by the Company or through any of its subsidiary or any LLP or Joint Venture depending upon nature and strategic positioning of the Projects which may result in variation in book profits for the Company standalone without any impact on the consolidated financials. Accounting profits in such a situation, especially for a company in growth stage where multiple projects may be at various stages, the revenue and profits as reported may lag and not be adequate to pay remuneration to MD & CEO.

## 2. Steps taken or proposed to be taken for improvement:

The Company expects to maintain pace with the construction so that the desired construction milestones are achieved in order to recognize revenue and in turn book profits which are adequate for the purpose of remuneration payable to MD & CEO. In view of this, there are no specific steps required to be taken and/or proposed to be taken by the Company for improvement.

## 3. Expected increase in productivity and profits in measurable terms:

The Company is actively involved in entering into development of new projects to broaden its project pipeline and offering differentiated and value added products. However, the exact increase in revenue and impact of overall profitability on a standalone basis and consolidated basis due to these initiatives cannot be measured.

## III. OTHER INFORMATION:

### 1. Reasons of loss or inadequate profits:

The Company has earned on a standalone basis, PAT of Rs. 29.78 Crores; Rs. 46.03 Crores and Rs. 19.38 Crores for the FY 2017-18; 2018-19 and 2019-20, respectively. The Company expects profits during the coming financial years as it has various projects in the pipeline. Further, with IND AS 115 – Revenue from Contracts with Customers, revenue can be recognized upon satisfaction of performance obligation either over a period of time or at a point of time depending upon transfer of control where various indicators are assessed including but not limited to

## IV. DISCLOSURES:

The disclosures as required on all the elements of remuneration package such as salary, benefit, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, stock-option details, etc. have been made in the directors' report and corporate governance report attached to the financial statement of the Company.

The Board recommends the Resolution set out at Item No. 7 of the accompanying Notice as Special Resolution for the approval of the members.



Mr. Singal holds 6,41,015 equity shares of Rs. 10/- each in the Company as on 28<sup>th</sup> May, 2020. He is not related to any of the Directors of the Company. The directorships held by Mr. Singal are within the limits prescribed under Section 165 of the Companies Act and the Listing Regulations. The draft of Articles of Aggrement containing the terms and conditions of re-appointment of Mr. Singal as MD & CEO of the Company is available for inspection by members at the Registered Office of the Company on any working day during working hours. Mr. Singal is interested in the passing of this resolution by virtue of his directorship and to the extent of his shareholding in the Company.

None of the other Directors or Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this resolution.

## Item No. 8

Currently, the Non-Executive Directors (other than the Managing Director, Wholetime Directors) are paid commission not exceeding 1% per annum of the net profits of the Company in terms of the resolution passed by the members at the Annual General Meeting held on 11<sup>th</sup> May, 2015 and as decided by the Board of Directors of the Company. The said approval is valid for a period of 5 (five) years from 1<sup>st</sup> April, 2015.

Section 197 of the Companies Act, 2013 permits the payment of remuneration to a Director who is neither a Wholetime Director, nor a Managing Director of a Company, by way of commission not exceeding 1%of the net profits of the Company, if the Company authorizes such payment by a Special Resolution at the General

Meeting of the Company. The Non-executive Directors including Nominee Directors are required to devote more time and attention to the Company, particularly in view of more responsibility expected of them through Corporate Governance Policies. The Board, therefore, recognizes the need to suitably remunerate the director(s) of the Company who are neither in the wholetime employment nor managing director(s) with commission up to a ceiling of 1% of the net profits, if any, of the Company, every year, computed in the manner specified in the Act, for a period of 5 (five) years from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2025. The Board and/or Committee of the Board may from time to time determine, every year the amount of commission within the limit of 1% of the net profit and the same be apportioned amongst the Non-Executive Directors [other than the Managing Director and Wholetime Director(s)] in such manner as the Board and/or Committee may deem fit for a period from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2025. The payment of remuneration by way of commission to Non-Executive Directors will be in addition to the sitting fees payable to them for attending each meeting of the Board/Committee.

Registered Office:  
24, Government Servant's Society,  
Near Municipal Market,  
Off C.G. Road, Navrangpura,  
Ahmedabad - 380009  
Date: 25<sup>th</sup> June, 2020

**By Order of the Board**

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

**Annexure to Item No. 2, 4, 5, 6 and 7 of the Notice:**  
**Details of Director seeking appointment and re-appointment at the forthcoming Annual General Meeting:**  
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Revised Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India)

Name of the Director	Mr. Sanjay S. Lalbhai	Ms. Pallavi Vyas	Mr. Pratul Shroff	Mr. Prem Prakash Pangotra	Mr. Kamal Singal
Director Identification Number	00008329	08521883	00162576	00844391	02524196
Date of Birth	10-04-1954	12-02-1972	04-11-1953	15-02-1952	02-03-1972
Nationality	Indian	USA	Indian	Indian	Indian
Date of Appointment or reappointment on the Board	28-03-2015	05-08-2019	28-03-2020	28-03-2020	01-06-2020
Qualifications	<ul style="list-style-type: none"> <li>Bachelor of Science,</li> <li>Masters in Management Studies</li> </ul>	<ul style="list-style-type: none"> <li>PhD in Public Policy,</li> <li>Master of Arts in Economics</li> <li>Bachelor of Arts</li> </ul>	<ul style="list-style-type: none"> <li>B.E. in Electronics Engineering,</li> <li>Master's degree in Computer Engineering</li> <li>MBA from IIM Ahmedabad</li> </ul>	<ul style="list-style-type: none"> <li>Ph.D. (Urban and Regional Planning),</li> <li>Master of Science (Urban and Regional Planning),</li> <li>Post Graduate Diploma in Management (PGDM)</li> <li>Bachelor of Technology (Electrical Engineering)</li> </ul>	<ul style="list-style-type: none"> <li>Post Graduate Diploma in Management</li> <li>Post Graduate Diploma in Computer Application</li> <li>MS of Computer Science</li> <li>Executive Post Graduate Diploma in Management</li> </ul>
Expertise in specific functional area	Refer report on Corporate Governance	Refer report on Corporate Governance	Refer report on Corporate Governance	Refer report on Corporate Governance	Refer report on Corporate Governance
Number of shares held in the Company	200155 Equity Shares	Nil	116 Equity Shares	Nil	641015 Equity Shares
Number of Board Meetings attended during the year.	6 out of 6 meetings	4 out of 6 meetings	3 out of 6 meetings	5 out of 6 meetings	6 out of 6 meetings
Details of remuneration sought to be paid	Nil	Refer report on Corporate Governance	Refer report on Corporate Governance	Refer report on Corporate Governance	Refer Item No.7 of Notice of AGM
Last drawn remuneration	Nil	Refer Annexure - D to the Directors' Report	Refer Annexure - D to the Directors' Report	Refer Annexure - D to the Directors' Report	Refer Annexure - D to the Directors' Report

<b>Name of the Director</b>	<b>Mr. Sanjay S. Lalbhai</b>	<b>Ms. Pallavi Vyas</b>	<b>Mr. Pratul Shroff</b>	<b>Mr. Prem Prakash Pangotra</b>	<b>Mr. Kamal Singal</b>
List of the directorships held in other companies	<ul style="list-style-type: none"> <li>Arvind Limited</li> <li>The Anup Engineering Limited</li> <li>Arvind Fashions Limited</li> <li>Animesh Holdings Pvt. Ltd.</li> <li>Arvind Foundation</li> <li>Arvind Worldwide Inc. USA</li> <li>Arvind Textile Mills Ltd. Bangladesh</li> </ul>	Nil	<ul style="list-style-type: none"> <li>Ganpat Biznovation Private Limited</li> <li>E- Infochips Institute of Training Research And Academics</li> </ul>	Nil	<ul style="list-style-type: none"> <li>Arvind Hebbal Homes Private Limited</li> </ul>
Chairman/Member in the Committees of the other companies in which he is Director	Member - Stakeholder Relationship Committee (Arvind Limited)	Nil	Nil	Nil	Nil
Relationships between Directors inter-se.	Mr. Kulin S. Lalbhai is son of Mr. Sanjay S. Lalbhai, Non-Executive Director of the Company.	Nil	Nil	Nil	Nil

**By Order of the Board**

**Prakash Makwana**  
Company Secretary

Registered Office:  
24, Government Servant's Society,  
Near Municipal Market, Off C.G. Road,  
Navrangpura, Ahmedabad - 380009

Date: 25<sup>th</sup> June, 2020