

18<sup>th</sup> March, 2021

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

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

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

**Symbol : ARVSMART**

Dear Sirs,

**Sub.: Postal Ballot Notice for approval of issue of warrants on Preferential basis.**

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

With reference to the captioned subject, we are enclosing herewith the notice of postal ballot dated 18<sup>th</sup> March, 2021 seeking approval of members of the Company by passing a special resolution approving issue of warrants on preferential basis.


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

Sr. No.	Particulars	Schedule
1	Cut - off Date for identification of voting rights of the members	Friday, 12 <sup>th</sup> March, 2021
2	Date and time of commencement of remote e-voting	Friday, 19 <sup>th</sup> March, 2021 [09:00 a.m.]
3	Date and time of end of remote e-voting	Saturday, 17 <sup>th</sup> April, 2021 [05:00 p.m.]
4	Submission of report by the Scrutinizer	on or before Monday 19 <sup>th</sup> April, 2021
5	Date of declaration of results of voting	on or before Monday 19 <sup>th</sup> April, 2021

Kindly take this disclosure on record and disseminate.

Thanking you,

Yours faithfully,

  
**Prakash Makwana**  
 Company Secretary



**Postal Ballot Notice**

Dear Member(s),

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

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/E-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Moreover, in terms of the General Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and **the communication of assent / dissent of the members will only take place through the remote e-voting system**. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

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

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

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited ("**NSDL**") to provide e-voting facility for its Members. The procedure for e-voting is given in Point No. 7 below in the Notes. The E-Voting facility is available at the link [www.evoting.nSDL.com](http://www.evoting.nSDL.com) from 09:00 AM on Friday, 19<sup>th</sup> March, 2021 up to 05:00 PM on Saturday, 17<sup>th</sup> April, 2021. E-Voting module will be blocked by NSDL at 05:00 PM on Saturday, 17<sup>th</sup> April, 2021 and voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Saturday, 17<sup>th</sup> April, 2021 by 05:00 PM and will be displayed on the notice board

at the Registered Office of the Company for a period of 3 (Three) days and shall be communicated to BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") where the equity shares of the Company are listed. The results of the Postal Ballot/E-Voting will also be displayed on the Company's website at [www.arvindsmartspaces.com](http://www.arvindsmartspaces.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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

**Special Business:****ITEM NO. 1: TO CREATE, OFFER, ISSUE AND ALLOT WARRANTS ON PREFERENTIAL BASIS:****To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED** that pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") on which the Equity Shares having face value of Rs. 10/- each of the Company ("**Equity Shares**") are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("**SEBI**") and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company ("**Members**") be and is hereby accorded to the Board to create, issue, offer and allot, up to 28,50,000 (Twenty Eight Lakhs Fifty Thousand) Warrants, each carrying a right to subscribe to one Equity Share per Warrant, at a price of Rs. 102.00 (Rupees One Hundred Two Only) per Equity Share ("**Warrant Exercise Price**"), aggregating to Rs. 29,07,00,000/- (Rupees Twenty Nine Crores Seven Lakhs Only) to Kausalya Realserve LLP wherein Mr. Kamal Singal, MD & CEO of Arvind SmartSpaces Limited ("**Company**"), and his relatives are the partners (Hereinafter referred to as "**Investor**") as per the details listed below, on a preferential basis ("**Preferential Allotment**") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws."

Sr. No	Name of the proposed Allottee	Number of warrants proposed to be issued	Total Amount (Rs.)
1	Kausalya Realserve LLP	28,50,000	29,07,00,000
	<b>Total</b>	<b>28,50,000</b>	<b>29,07,00,000</b>

“**RESOLVED FURTHER** that in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the price for the Preferential Allotment of the Warrants is Thursday, 18<sup>th</sup> March, 2021 being the date 30 (thirty) days prior to the last date of the E- Voting i.e. Saturday, 17<sup>th</sup> April, 2021 (date on which the Resolution shall be deemed to have been passed by the Members through Postal Ballot).”

“**RESOLVED FURTHER** that without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- An amount equivalent to 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Exercise Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- Apart from the said right of adjustment mentioned in (d) above, the Warrants do not give any rights/entitlements to the Warrant holder as a shareholder of the Company.
- The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the balance 75% of the Warrant Exercise Price. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.

- (g) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari-passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (h) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
- (i) The Equity Shares arising from the exercise of the Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.”

“**RESOLVED FURTHER** that the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“**RESOLVED FURTHER** that for the purpose of giving effect to this Resolution, the Board or a committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER** that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

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

**By Order of the Board**

**Prakash Makwana  
Company Secretary**

**Date: 18<sup>th</sup> March, 2021**

**Place: Ahmedabad**

## NOTES:

1. The approval of shareholders of the Company is solicited by passing a special resolution through Postal Ballot/ E-Voting for business set out in Item No. 1 of this Notice. This Postal Ballot Notice is being sent to all shareholders, whose names appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on Friday, 12<sup>th</sup> March, 2021 (“**Cut-off Date**”). Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. **A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.**
2. Explanatory Statement setting out all material facts as required under Section 102 of the Act in respect of the aforesaid special business is appended.
3. Resolution, if approved, by the shareholders by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the shareholders and the last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
4. In terms of the General Circulars, the Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company or Depository Participant(s) as on the Cut-off Date and is also available on the website of the Company at [www.arvindsmartspaces.com](http://www.arvindsmartspaces.com).
5. **The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as “ASL-Postal Ballot-Registration of e-mail Ids” to Registrar and Transfer Agent of the Company, i.e., Link Intime India Private Limited at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) or to the Company at [investor@arvindinfra.com](mailto:investor@arvindinfra.com) with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.**
6. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
7. **Voting through Electronic Means:**

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

The voting period begins at 09:00 AM on Friday, 19<sup>th</sup> March, 2021 and ends at 05:00 PM on Saturday, 17<sup>th</sup> April, 2021. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, 12<sup>th</sup> March, 2021 may cast their vote electronically.

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**

**A. Details on Step 1 is mentioned below:**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘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:

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

5. 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, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**B. Details on Step 2 is 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 clicking 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.: 1800-1020-990 and 1800-224430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@arvindinfra.com](mailto:investor@arvindinfra.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@arvindinfra.com](mailto:investor@arvindinfra.com).

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

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

The Board of Directors at their meeting held on Thursday, 18<sup>th</sup> March, 2021 had, subject to the approval of the members of the Company ('**Members**') and such other approvals as may be required, approved the issue of 28,50,000 (Twenty Eight Lakhs Fifty Thousand) Warrants to the Kausalya Realserve LLP wherein Mr. Kamal Singal and his relatives are the partners (Hereinafter referred to as "**Investor**"), on a preferential basis carrying an option/entitlement to subscribe to equivalent number of Equity Shares of Rs. 10/- each at a future date,

not exceeding 18 (eighteen) months from the date of issue of such warrants at such price as may be determined as per the provisions of chapter V of SEBI (ICDR) Regulations, 2018.

The disclosures in accordance with the Companies Act, 2013, and the other disclosures as per the SEBI (ICDR) Regulations, 2018 and the other applicable provisions of law, are as follows:

**1. Objects of the Preferential Issue:**

The object of raising the equity share capital by issuing warrants is:

- (i) to augment working capital for existing projects
- (ii) acquisition of new projects
- (iii) repayment of debt and
- (iv) general corporate purposes

The proposed issuance to Kausalya Realserve LLP wherein Mr. Kamal Singal, MD & CEO of the Company, and his relatives are the partners is in line with the Company's endeavour to encourage Mr. Singal's participation in the future growth journey of the Company. This reinforces his commitment to deliver the strategic business plans of the Company which is value-generating to all the stakeholders of the Company.

The proposed issuance also reflects the mutual trust between the Company and Mr. Singal.

**2. The total number of warrants and the price at which to be issued:****Total Number of Warrants:**

The Company proposes to issue and allot up to 28,50,000 warrants ('Warrants'), each Warrant carry a right exercisable by the Warrant holder to subscribe to one Equity Share of the Company, at a price of Rs. 102.00 (Rupees One Hundred Two Only) per Equity Share ("Warrant Exercise Price") aggregating to Rs. 29,07,00,000/- (Rupees Twenty Nine Crores Seven Lakhs Only).

**Warrants Exercise Price:**

The existing Equity Shares of the Company are traded on both BSE Limited and the National Stock Exchange of India Limited. The highest trading volume in respect of the Equity Shares of the Company has been recorded during the preceding twenty six weeks prior to the Relevant Date on the National Stock Exchange of India Limited.

The minimum price as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Warrants each carrying a right to subscribe to one Equity Share per Warrant is Rs. 101.41 (Rupees One Hundred One and Forty One Paise Only), being not less than higher of the following:

- (a) Rs. 98.73 (Rupees Ninety Eight and Seventy Three Paise Only) as average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on the National Stock Exchange of India Limited during the twenty six weeks preceding the Relevant Date;

OR

- (b) Rs. 101.41 (Rupees One Hundred One and Forty One Paise Only) as the average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on the National Stock Exchange of India Limited during the two weeks preceding the Relevant Date.

However, your Board proposes to issue the Warrants each carrying a right to subscribe to one Equity Share per Warrant at a Price of Rs. 102.00 (Rupees One Hundred Two Only) per Warrant, which price is not less than the minimum price at which the securities are permitted to be issued as per ICDR Regulations.

**3. Basis on which the price has been arrived:**

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date.

**4. The class or classes of persons to whom the allotment is proposed to be made:**

The warrants shall be issued and allotted to investor detailed herein below. The Company has obtained the PAN of all the proposed allottee.

Sr. No	Name of the proposed Allottee	Number of warrants proposed to be issued	Total Amount (Rs.)
1	Kausalya Realserve LLP	28,50,000	29,07,00,000
	<b>Total</b>	<b>28,50,000</b>	<b>29,07,00,000</b>

**5. Amount which the Company intends to raise by way of such securities:**

The Company intends to raise up to a maximum of Rs. 29,07,00,000/- (Rupees Twenty Nine Crores Seven Lakhs Only) by issue of 28,50,000 (Twenty Eight Lakhs Fifty Thousand) warrants.

**6. Proposal of the promoters / directors or key management personnel to subscribe to the offer:**

The Warrants shall be offered to the Kausalya Realserve LLP wherein Mr. Kamal Singal and his relatives are the partners. Kausalya Realserve LLP has indicated its intention to subscribe to the Preferential Allotment.

No Promoter & Promoter Group of the Company, Director and the Key Management Personnel intend to subscribe to the offer of Warrants under the Preferential Issue, other than as mentioned hereinabove.

**7. The Shareholding pattern before and after\* the Preferential Issue is given below:**

Sr. No.	Category of shareholder	Pre-issue			Post-issue		
		No. Of Shareholders	No. of Shares Held	% Holding	No. Of Shareholders	No. of Shares Held*	% Holding
<b>A</b>	<b>Promoter &amp; Promoter Group</b>						
A(1)	Individuals/Hindu undivided Family	14	261297	0.73	14	261297	0.68
A(2)	Any Other (Body Corporates)	13	20595623	57.93	13	20595623	53.63
	<b>Total (A) = A(1)+A(2)</b>	<b>27</b>	<b>20856920</b>	<b>58.66</b>	<b>27</b>	<b>20856920</b>	<b>54.31</b>
<b>B</b>	<b>Institutions</b>						
B(1)	Public - Institutions						
1	Mutual Funds	33	1202	0.00	33	1202	0.00
2	Venture Capital Funds	0	0	0.00	0	0	0.00
3	Alternate Investment Funds	0	0	0.00	0	0	0.00
4	Foreign Venture Capital Investors	0	0	0.00	0	0	0.00
5	Foreign Portfolio Investors	36	10911	0.03	36	10911	0.03
6	Financial Institutions/ Banks	39	836	0.00	39	836	0.00
7	Insurance Companies	1	1324868	3.73	1	1324868	3.45
8	Provident Funds/ Pension Funds	0	0	0.00	0	0	0.00
9	Any Other (specify)	2	96	0.00	2	96	0.00
	<b>Total B(1)</b>	<b>111</b>	<b>1337913</b>	<b>3.76</b>	<b>111</b>	<b>1337913</b>	<b>3.48</b>
B(2)	Central Government/ State Government(s)/ President of India	2	53	0.00	2	53	0.00
	<b>Total B(1)</b>	<b>2</b>	<b>53</b>	<b>0.00</b>	<b>2</b>	<b>53</b>	<b>0.00</b>
	<b>Total B = B(1)+B(2)</b>	<b>113</b>	<b>1337966</b>	<b>3.76</b>	<b>113</b>	<b>1337966</b>	<b>3.48</b>
<b>C</b>	<b>Public - Non - Institutions</b>						
1	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	113474	6445030	18.13	113474	6445030	16.78
2	Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	32	5502751	15.48	32	5502751	14.33
3	NBFCs registered with RBI	4	5886	0.02	4	5886	0.02
4	Trusts	9	14288	0.04	9	14288	0.04
5	HUF	1688	572059	1.61	1688	572059	1.49
6	Non-Resident Indian (NRI)	1252	271495	0.76	1252	271495	0.71
7	Overseas Corporate Bodies	1	290	0.00	1	290	0.00
8	Clearing Members	122	125717	0.35	122	125717	0.33
9	Bodies Corporate	458	421148	1.18	459	3271148	8.52
	<b>Kausalya Realserve LLP</b>	<b>0</b>	<b>0</b>	<b>0.00</b>		<b>2850000</b>	<b>7.42</b>
	<b>Total (C)</b>	<b>117040</b>	<b>13358664</b>	<b>37.57</b>	<b>117041</b>	<b>16208664</b>	<b>42.21</b>
	<b>Total (A) + (B) + (C)</b>	<b>117180</b>	<b>35553550</b>	<b>100.00</b>	<b>117181</b>	<b>38403550</b>	<b>100.00</b>

*\*The shareholding post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequent allotment of the Equity Shares of the Company.*

*- In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.*

**8. Proposed time within which the Preferential Issue shall be completed:**

The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approvals. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

**9. Relevant date and pricing of the issue:**

In accordance with the provisions of SEBI (ICDR) Regulations, 2018 the "Relevant Date" for the purpose of calculating the price of warrants / equity shares shall be Thursday, 18<sup>th</sup> March, 2021, being the date 30 days prior to the last date of the E-Voting i.e. Saturday, 17<sup>th</sup> April, 2021 (date on which the Resolution shall be deemed to have been passed by the Members through Postal Ballot). Pursuant to Regulation 64 of the ICDR Regulations, Issue Price of each Warrant is fixed at Rs. 102.00 (Rupees One Hundred Two Only) per warrant, which price is not less than the minimum price at which the Warrants are permitted to be issued as per ICDR Regulations.

**10. Auditors' Certificate:**

A copy of certificate from the Statutory Auditors of the Company certifying that the above Issue of the Warrants is being made in accordance with the SEBI (ICDR) Regulations, shall be available for inspection by the Members, at the Registered Office of the Company, on all working days during 2:30 PM to 4:30 PM from the date of dispatch of Notice up to the last date of e-voting through Postal Ballot/e-voting i.e. Saturday, 17<sup>th</sup> April, 2021.

**11. Identity of the proposed Allottee and percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company, consequent to the Preferential Issue:**

The names of the proposed allottee and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee, the

percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

Name of the Allottee	Category	PAN	Ultimate Beneficial Owner	Pre-Preferential Allotment		Number of warrants proposed to be issued	Post-Preferential Allotment	
				No. of Shares	% of voting rights		Post exercise of Warrants into Equity Shares	
							No. of shares	% of voting rights
Kausalya Realserve LLP	LLP (public category)	AAMFK1013F	<b>Designated Partners:</b> Mr. Kamal Singal, Mrs. Saroj Kamal Singal  <b>Partner:</b> Mr. Saksham Singal	0	0	28,50,000	28,50,000	7.42

There will be no change in management control of the Company pursuant to the proposed Issue (including those arising from exercise of Warrants).

## 12. Lock-in:

- (i) The Warrants and the equity shares to be allotted pursuant to exercise of Warrants shall be subject to 'lock-in' as per chapter V of the SEBI (ICDR) Regulations.
- (ii) The entire pre-preferential allotment shareholding of the above Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of allotment of the warrants as per the ICDR Regulations.

## 13. General:

- (a) None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (b) The Company is eligible to make the Preferential issue under Chapter V of the SEBI ICDR Regulations.

- (c) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- (d) The proposed allottee has not sold or transferred any Equity Shares during the six months preceding the relevant date.
- (e) In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant holder: (a) receives such number of Equity Shares that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring.
- (f) An amount equivalent to at least 25 per cent of the Warrant Exercise Price shall be payable at the time of subscription of Warrants.
- (g) The allottee will be entitled to apply for conversion and be allotted, in one or more tranches, up to 28,50,000 (Twenty Eight Lakhs Fifty Thousand) equity share having face value of Rs. 10/- each of the Company per Warrant.
- (h) Upon exercise of the right to subscribe for equity shares, the Allottee shall be liable to make the payment of balance sum, being 75 % per cent of the Warrant Exercise Price, towards subscription to each equity share, as may be applied.
- (i) In the event of entitlement attached to Warrants to subscribe for equity shares is not exercised within the period as mentioned above, the same shall lapse and the amount paid on the Warrants shall stand forfeited.
- (j) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot 1 (One) equity share per warrant by appropriating Rs. 10/- towards equity share capital and the balance amount paid against each warrant, towards the securities premium.
- (k) The Allottee shall also be entitled to any future issue of bonus / rights, if any, of equity shares or warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- (l) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company.
- (m) The equity shares to be issued and allotted by the Company on exercise of the Warrants in the manner

aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

**14. Undertaking by the Company:**

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the SEBI (ICDR) Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI (ICDR) Regulations, the warrants shall continue to be locked in till such amount is paid by the allottee.

The Board at its meeting held on Thursday, 18th March, 2021, has approved the issue and allotment of Warrants on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 read with the rules framed thereunder and SEBI (ICDR) Regulations, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above-mentioned resolution to be passed as a Special Resolution.

Other than as described above, none of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

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

**By Order of the Board****Prakash Makwana  
Company Secretary****Date: 18<sup>th</sup> March, 2021****Place: Ahmedabad**