E-mail : info@aarviencon.com
Website : www.aarviencon.com

Tel. : 91-22-4049 9999
Fax : 91-22-4049 9998

Aarvi Encon Limited

Formerly known as Aarvi Encon Private Limited

CIN : L29290MH1987PLC045499
(ISO 9001 : 2015 & OHSAS 18001 : 2007)
Regd. Office : B1-603, 6th Floor, Marathon Innova, Marathon Nextgen Complex,
Opp. Peninsula Park, Lower Parel, Mumbai - 400 013, INDIA.

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CRISIL SME 1

AEL/NSE/2019-20/17

Date:- 13th September, 2019

To,
National Stock Exchange of India (NSE) Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Kind Attention: - Head – Listing

Sub: - Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Further to our letter dated 30th August, 2019 and pursuant to Regulation 30 of the SEBI LODR, please find enclosed a copy of the Postal Ballot Notice, seeking approval of the Members for Increase in Authorised Share Capital and Consequent alteration to the Memorandum of Association of the Company and Migration from Emerge Platform to the Main Board of NSE Ltd.

The Postal Ballot Notice, together with Explanatory Statement and Postal Ballot Form, is being sent to the Members whose names appear on the Register of Members/list of Beneficial Owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on August 30, 2019 i.e. Cutoff date.

The Company has engaged the services of National Depository Services Ltd for providing e-voting facility to all its Members. The voting through postal ballot and e-voting will commence at 09.00 hours (IST) on Saturday, September 14, 2019 and shall end at 17:00 hours (IST) on Sunday October 13, 2019. The results of postal ballot will be declared on or before Monday, October 14, 2019.

Thanking you,
Yours faithfully,
For **Aarvi Encon Limited**

AARVI ENCON LTD. MUMBAI

Jay H. Shah
Company Secretary and Compliance Officer

AARVI ENCON LTD

Registered office: B1-603, Marathon Innova, Marathon Nextgen Complex,
Lower Parel (West), Mumbai – 400 092.
CIN : L29290MH1987PLC045499
Tel: 022 – 4049 9999/4049 9998
Email id: info@aarviencon.com / www.aarviencon.com

NOTICE OF POSTAL BALLOT

To,
All Shareholders,
Aarvi Encon Limited

Notice is hereby given pursuant to Section 110 read with rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification(s) or re-enactment thereof from time to time and for time being in force), that the draft resolutions appended herein below are proposed to be passed by the members through Postal Ballot/E-voting.

Accordingly, draft resolution & explanatory statement setting out the material facts & reasons thereof in respect of the proposed resolutions in terms of Section 102 read with Section 110 of the Companies Act, 2013 is annexed herewith for your consideration.

Members are requested to carefully read the instructions annexed thereto and submit the Postal ballot Form duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer's Office at Sunil Agarwal & Co., '124-125, Ostwal Ornate, "A-Wing" Building No.1 Opp. Jain Temple, Bhayander (East) Thane - 401 105 on or before 13th October, 2019 till 5.00 P.M. Kindly note that the Postal Ballot Form(s) received beyond the said date shall be treated as if reply from the member(s) has not been received.

As required under the provisions of Section 108 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management &Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is also providing remote e-voting facility to its members to exercise their votes by electronic voting system. Furthermore, the Company has engaged the services of National Depository Services Ltd (NSDL) to provide the E-voting facility. The instructions for e-voting are annexed to this notice. References to Postal Ballot in this notice includes votes received electronically (e-voting).

Sunil Agarwal & Co., Practicing Company Secretary having Membership No. F8706 and COP No. 3286 having office at Office No. 124-125, "A Wing", Ostwal Ornate, Building No. 1, Opp. Jain

Temple, Bhayander (East), Thane – 401 105 has been appointed as the Scrutinizer at the meeting of the Board of Directors of the Company held on Friday, 30th August, 2019, who in the opinion of the Board can conduct the Postal ballot voting as well remote e-voting process in fair & transparent manner.

The Scrutinizer shall keep the Postal Ballot Form received from the shareholders of the Company in his safe custody & after the receipt of assent or dissent of the shareholders in writing or by electronic means on or before 13thday of October, 2019, the Scrutinizer shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on 14th October, 2019.

The result will be announced by the Chairman of the Company on Monday, the **14thday of October, 2019** at Company's Registered Office situated at 603, B1 Wing, Marathon Innova, Marathon Nextgen Complex, Lower Parel (West) Mumbai- 400 013.

The Resolutions, if approved, will be taken as passed effectively on the date of the declaration of result i.e. **14th October, 2019** & it will be placed on the website of the Company: www.aarviencon.com and on the website of National Stock Exchange www.nseindia.com along with the Scrutinizer's Report.

The Notice along with Postal ballot Form has also been placed on the website: www.aarviencon.com of the Company, on the website of National Stock Exchange www.nseindia.com and on https://www.evoting.nsdl.com

ORDINARY BUSINESS

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUANT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To Consider and, if though fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 13, 64 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, for the time being in force, the approval of the Members be and is hereby granted to increase the authorized share capital of the company from Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 equity shares of Rs. 10/- (Rupees Ten) each to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 equity shares of Rs. 10/- (Rupees Ten), by creation of 50,00,000/- equity shares of the face value of Rs. 10 (Ten) each which shall rank pari-passu with the existing equity shares in the Company with a power of company to increase, reduce or modify the capital and to divide all or any of the shares in the capital of the company, for the time being, and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the company in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the

provisions of the Articles of Association of the company or legislative provisions for the time being in force in that behalf and consequently, existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following;

> V. The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to sign and file all papers, documents and Forms with the Registrar of Companies, Mumbai and to do all acts and deeds to give effect to the above resolution in this regard."

SPECIAL BUSINESS:

1. MIGRATION FROM EMERGE PLATFORM OF NSE LIMITED TO MAIN BOARD OF NSE LIMITED:

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

"**RESOLVED THAT** pursuant to Chapter IX of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, and other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force) consent of the Members be & is hereby accorded to migrate the company, currently listed on Emerge Platform of NSE Limited to Main Board of NSE Limited.

RESOLVED FURTHER THAT Mr. Virendra D. Sanghavi, Managing Director (DIN:00759176) and Mr. Jaydev V. Sanghavi, Executive Director (DIN:00759042) of the Company be and are hereby authorized severally to deal with any Government or Semi- government authorities or any other concerned intermediaries including but not limited to NSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company from Emerge Platform of NSE Limited to Main Board of NSE Limited.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above resolution."

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

ORDINARY BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUANT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Company intends to increase its authorized share capital from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) to 20,00,00,000/- (Rupees Twenty Crores Only) in case of any new issuance of equity shares which can finance Company growth further in future which ultimately benefit its investors by way of increase in market value of shares or return on equity.

The Clause V of the Memorandum of Association of the Company also needs to be altered to give effect to the aforesaid purpose.

The Directors recommend the resolution as set out in the Postal Ballot Notice for the approval of the Members

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the ordinary resolution no. 1 of this Notice except to the extent of their shareholding in the Company.

SPECIAL BUSINESS:

1. MIGRATION FROM EMERGE PLATFORM OF NSE LIMITED TO MAIN BOARD OF NSE LIMITED

The Company is currently listed on Emerge Platform of NSE Ltd with post issue paid-up capital of Rs. 14.78 Crores. The Company was listed on Emerge Platform of NSE Ltd on October 05, 2017. As per the requirement of NSE Circular dated March 10, 2014, the Company complies the requirement of Equity Share capital of more than Rs. 10 Crores & continued listing of 2 years on Emerge Platform of NSE Ltd for migration purpose. The Board of Director are of the view that Migration to Main Board will act as a catalyst in the growth and expansion of the Company and will also help the shareholders of the Company to enjoy sufficient returns on their investments. Hence, the Board of Directors of the Company in their meeting held on 30th August, 2019 decided to migrate from Emerge Platform to Main Board of NSE Ltd.

In view of above, you are requested to grant your consent to aforesaid special resolution as set out in the postal ballot notice of the Company.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

By order of the Board
For Aarvi Encon Limited
Place: Mumbai
Date: 30/08/2019

Jay Shah
Company Secretary and Compliance Officer
Membership No. A45556

Notes:-

1. Shareholders who have registered their e-mail IDs with Depository Participants (DPs) are being sent notice of Postal Ballot by e-mail and shareholders who have not registered their e-mail IDs will receive physical notice of Postal Ballot along with Postal Ballot Form.

2. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at the General Meeting of Members.

3. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.

4. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to jay.shah@aarviencon.com the Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.

5. A Member cannot exercise his / her vote through proxy on postal ballot.

6. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of 30thday of August, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting through Postal Ballot. A person who is not a member as on cut-off date should accordingly treat the Postal Ballot Notice for information purpose only.

7. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till 13th day of August, 2019.

8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5:00 P.M. on 13th day of October, 2019. Postal Ballot forms received after this date will be treated as if the reply from the shareholder has not been received and the same will not be considered for the purpose of Postal Ballot.

9. E-Voting will commence on 14th September, 2019 at 9:00 A.M. and will end on 13th October, 2019 at 5:00 P.M. E-Voting shall not be allowed beyond the said time and date.

10. In case of any query or grievance, members may contact the following:

    Mr. Jay H. Shah, Company Secretary and Compliance Officer, Aarvi Encon Limited, 603, B1 Wing, Marathon Innova, Marathon Nextgen Complex, Lower Parel(W) Mumbai-400013 at Telephone No 022 – 4049 9999or at jay.shah@aarviencon.com.

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

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

Step 1 : 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 is 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 holdshares 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 user 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.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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 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 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 sunilcs_mumbai@rediffmail.com with a copy marked to 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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

AARVI ENCON LTD

Registered office: B1-603, Marathon Innova, Marathon Nextgen Complex,
Lower Parel (West), Mumbai – 400 092.
CIN : L29290MH1987PLC045499
Tel: 022 – 4049 9999/4049 9998
Email id: info@aarviencon.com / www.aarviencon.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Sl. No. :

1. Name and Registered address of the Member :

2. Name(s) of Joint holder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No.* :
(*Applicable to investors holding shares in dematerialised form)
4. Number of Equity Shares held as on August 30, 2019:

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated August 30, 2019, by sending my/our Assent (For) or Dissent (Against) to the said Resolutions by placing a tick (√) mark at the appropriate box below:

Sl. No.	Description of Resolutions	I/We assent to the Resolution (FOR) (Number of Shares)	I/We dissent to the Resolution (AGAINST) (Number of Shares)
1.	Approval For Increase In Authorised Share Capital Of The Company And Consequent Amendment To The Memorandum Of Association Of The Company		
2.	Approval for Migration From Emerge Platform Of NSE Ltd To Main Board Of NSE Ltd.		

Place :
Date :

Signature of the Member

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is 13th October, 2019.

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ELECTRONIC VOTING PARTICULARS (Please visit https://www.evoting.nsdl.com/ to cast your vote online)

EVENT (E-Voting Event Number)	USER ID	PASSWORD

Note: Detailed instructions for e-voting are furnished in the Postal Ballot Notice.

INSTRUCTIONS:-

1. A shareholder desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent by courier or registered post at the expense of the registered shareholder will also be accepted.

2. The self-addressed envelope contains the address of the scrutinizer appointed by the Board of Directors.

3. This Postal Ballot form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot forms should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named joint shareholder.

4. There will be only one Postal ballot Form for every Folio/ Client ID irrespective of the number of Joint holders.

5. The votes should be cast either in favor or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot form bearing tick marks in both the columns for the same shares will render the Postal Ballot form invalid.

6. Unsigned, incorrectly signed or incomplete postal ballot forms will be rejected.

7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5 p.m. on 13th October, 2019. All postal ballot forms received after this date will be strictly treated as if reply from such shareholder has not been received and the same will not be considered for the purpose of Postal Ballot.

8. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 6 above.

9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cut-off date i.e. 30th August, 2019.

10. In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.

11. In case of the postal ballot is signed by the holder of power of attorney reference to the power of attorney registration with the Company should be mentioned in the postal ballot form. In case a postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.

12. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self- addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

13. The result of the Postal Ballot will be uploaded on the Company's website www.aarviencon.com and on the website of NSE Ltd at www.nseindia.com and on the NSDL evoting website at https://www.evoting.nsdl.com/. The scrutinizer's decision on the validity of Postal Ballot will be final.

14. The results of e-voting & Postal Ballot form shall be aggregated and declared by the Chairman on Monday, the 14th October, 2019.

CALENDER OF EVENTS

FOR ORDINARY AND SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT/E-VOTING FOR MIGRATION OF COMPANY FROM EMEMRGE PLATFORM TO MAIN BOARD OF NSE LTD.

S.NO.	ITEMS	DATE
1.	Date of Board Meeting	30.08.2019
2.	Cut- off date for e-voting and postal ballot	30.08.2019
3.	Printing and dispatch of Notice to shareholders	13.09.2019
5.	Advertisement in Newspaper	14.09.2019
6.	E-Voting commencement date & time	14.09.2019 (9.00 A.M)
7.	E-Voting ending date and time and Last date of receiving Postal Ballot forms by Scrutinizer	13.10.2019 (5.00 P.M)
8.	Report by Scrutinizer to Company	14.10.2019
9.	Declaration of Result	14.10.2019

For Aarvi Encon Limited

AARVI ENCON LTD. MUMBAI

Jay H. Shah
Company Secretary
Membership No. A45556