

A) Company application for Reclassification

Date:23.10.2024

To,

National Stock Exchange of India Limited

**Sub: Application for Reclassification under Listing Regulation 31A.**

The Company is in receipt of a request from promoters of the Company, seeking reclassification as public under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

In addition to National Stock Exchange of India Limited, Company is not listed on any stock Exchange.

Please find enclose herewith the details of RTGS/ NEFT Payment made towards processing fees of Rs.50,000 + GST (18%).

We hereby request you to kindly process our application for reclassification of promoter as public under Regulation 31A of Listing Regulations 2015 and grant your approval.

Yours faithfully,

**For, ART NIRMAN LIMITED**



**Mr. Ashokkumar R. Thakker**  
Managing Director  
DIN: 02842849



Annexure I - Undertaking by the company

Date:23.10.2024

To,

National Stock Exchange of India Limited

Dear Sir/Madam,

**Sub: Application w.r.t Reclassification under Regulation 31A(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

In connection with our application dated 18.10.2024, we hereby confirm and certify that:

1. The promoter(s) seeking re-classification and ~~persons related to the promoter(s) seeking re-classification together,~~

- a) do not hold more than ten percent of the total voting rights in the company
- b) do not exercise control over the affairs of the company directly or indirectly
- c) do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements
- d) are not being represented on the board of directors (including by way of nominee directorship) of the Company and shall not be represented on Board for a period of at least three years from the date of approval of reclassification.
- e) do not act as a key managerial person of the Company and shall not act as key managerial person for a period of atleast three years from the date of approval of reclassification.
- f) are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines
- g) are not fugitive economic offender

2. The company is compliant with the requirement for minimum public shareholding as required under regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



**Regd. Office :** 410, JBR Arcade, Science City Road, Sola, Ahmedabad-380060. Gujarat (INDIA)

**Corporate Office :** Club Babylon, Sub Plot B, Survey No. 223/5, S.P. Ring Road, Near Bhadaj Circle, Ahmedabad-380060. Gujarat (INDIA)

**Tel.:** 079-27710511-12, | **Mob.:** +91 88666 34499 | **Email:** artnirman@gmail.com | **Web:** www.artnirman.com

3. Trading in the shares of the company is not suspended by any of the Stock Exchanges on which the company is listed.

4. The company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges and the Depositories.

5. The company, so far, is in compliance with the provision of Regulation 31A(8) and will disclose the event of reclassification to the Exchange as a material event in accordance with provisions of Regulation 31A(8).

7. In case the promoter(s) seeking re-classification fails to comply with the provision of sub-clause (i), to (v) of clause (b) of Regulation 31A(3), they shall be reclassified as promoter/persons belonging to promoter group, as stated in regulation 31A(4). The same will be intimated to the Exchange as soon as possible.

8. Promoter(s) seeking reclassification and persons related to reclassification have not voted to approve on the resolution for reclassification.

9. There is no pending regulatory action against promoter(s) seeking re-classification.

10. The company, its promoters, its directors are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017.

11. That the company or its promoters or whole-time directors are not in violation of the provisions of Regulation 34 of the SEBI (Delisting of Equity Shares) Regulations, 2021.

Your's faithfully,

Name and Stamp of the company: Art Nirman Limited

Name and Signature of Authorized Signatory :**Ashokkumar R. Thakker**

Designation : **Managing Director**

Email Id & contact number: cs@artnirman.com 9879208625



**Annexure II**

**B) Undertaking by the Company Secretary for Reclassification under Reg. 31A of Listing Regulation**

To,

Listing Department  
National Stock Exchange of India Limited,  
Exchange Plaza, C-1,  
Block-G, BandraKurla Complex,  
Bandra(E), Mumbai – 400 051.

**Sub: Application for Reclassification under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Listing Regulations), 2015.**

Dear Sir / Madam,

With relation to our application for reclassification of promoter shareholders, we hereby confirm and certify that:

1. Outgoing Promoter(s) and persons related to the promoter(s) do not together hold more than Ten percent of the total voting rights in the Company.
2. Post reclassification, the Outgoing promoter(s) will not exercise direct or indirect control over the affairs of the Company.
3. All special rights of the Outgoing Promoter(s) which were acquired by virtue of any shareholder agreements have been terminated.
4. Outgoing Promoter(s) will not be represented on the Board of Directors (including a Nominee Director) of the Company for a period of not less than three years from the date of such reclassification.
5. Outgoing Promoter(s) will not act as a key managerial person in the Company for a period of not less than three years from the date of such reclassification.
6. The company, its promoters, its directors are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017.



7. That the company or its promoters or whole-time directors are not in violation of the provisions of Regulation 34 of the SEBI (Delisting of Equity Shares) Regulations, 2021.

8. Outgoing Promoter(s) are not a wilful defaulter as per the Reserve Bank of India Guidelines.

9. Outgoing Promoter(s) are not a fugitive economic offender.

10. That the company is compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI (Listing Obligation and Disclosure Requirement) and the proposed reclassification is not being initiated for achieving the Minimum Public Shareholding.

11. That trading in the shares of the company has not been suspended by the stock Exchanges

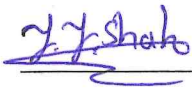
12. That the Company does not have any outstanding dues to the SEBI, the Stock Exchanges or Depositories.

13. In case the promoter(s) seeking re-classification fails to comply with the provision of sub-clause (i), (ii), (iii), (iv) and (v) of clause (b) of Regulation 31A(3), they shall be reclassified as promoter/persons belonging to promoter group, as stated in regulation 31A(4). The same will be intimated to the Exchange as soon as possible.

14. Promoter(s) seeking reclassification and persons related to reclassification have not voted to approve on the resolution for reclassification.

15. There is no pending regulatory action against promoter(s) seeking re-classification.

Yours faithfully,





**Yesha Shah**

**Company Secretary & Compliance Officer**

**Date: 23.10.2024**

**Place: Ahmedabad**

### **Annexure III**

#### **Undertaking from promoter(s) seeking reclassification**

Date:29.08.2024

To,  
The Deputy General Manager,  
Listing Compliance Monitoring Cell,  
24<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Mumbai -400001

**Sub: Application for Reclassification under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Listing Regulations), 2015**

Dear Sir,

In connection with application for reclassification, I hereby confirm and certify that:

1. I along with persons related to me together:
  - a) do not hold more than ten percent of the total voting rights in the company.
  - b) do not exercise control over the affairs of the company, directly or indirectly.
  - c) do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements.
  - d) are not being represented on the board of directors (including not having a nominee director) of the Company
  - e) do not act as a key managerial person of the Company
  - f) are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines
  - g) are not fugitive economic offender
2. There is no pending regulatory action against me.
3. I shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 at all times from the date of re-classification, failing which, I shall be reclassified as promoter/person belonging to the promoter group of the company.
4. I shall comply with the conditions mentioned in the of sub-clauses (iv) and (v) of clause (b) of Regulation 31A(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for a period of not less than three years from the date of

reclassification, failing which, I shall be reclassified as promoter/person belonging to promoter group of the company.

Thanking you,

Yours faithfully,

**Name: Mr. Raghurambhai Thakkar**

**Signature:**

*Raghurambhai V Thakkar*

**Email Id and Contact Number: rvt@artnirman.com 8866504499**

**RELATIONSHIP OF THE OUTGOING PROMOTER WITH THE BOARD OF DIRECTORS, REMAINING PROMOTERS OF THE COMPANY AS PER REG 2(1) (PP) OF SEBI (ICDR), 2018:**

**(A) Mr. Raghurambhai Thakkar** is related to other Promoters as described below-

1. Ashokkumar Raghurambhai Thakker- Son
2. Dharmisthaben Ashokkumar Thakkar- Daughter in law
3. Thakker raghurambhai vasrambhai HUF - Karta of HUF
4. Ashokkumar Raghurambhai Thakker HUF- Not related
5. Piyushkumar C Thakkar - Not Related
6. Alpeshkumar Chimanbhai Patel - Not Related

**(B) Mr. Raghurambhai Thakkar** is related to Board of Director as described below-

1. Ashokkumar Raghurambhai Thakker- MD - Son
2. Dharmisthaben Ashokkumar Thakkar- Non-Executive Director - Daughter in law
3. Piyushkumar C Thakkar - Executive Director - Not Related
4. Krunal Mistry - Independent Director - Not Related
5. Hemang Shah - Independent Director - Not Related



6. Chintan Bhatt - Independent Director - Not Related

For, ART NIRMAN LIMITED



**Mr. Ashokkumar R. Thakker**  
**Managing Director**  
**DIN: 02842849**



**Date: 23.10.2024**

**Place: Ahmadabad**

**LIST OF PROMOTER(S) SEEKING RECLASSIFICATION:**

Sr. No.	Name of Promoters	No of Shares Held	% of the total equity Capital
1.	Raghurambhai Vasrambhai Thakkar (promoter group)	0	0

**LIST OF PROMOTER(S) POST RECLASSIFICATION:**

Sr. No.	Name of Promoters	No of Shares Held	% of the total equity Capital
1.	Ashokkumar Raghurambhai Thakker	16658996	66.76
2.	Dharmisthaben Ashokkumar Thakkar	875000	3.51
3.	Alpeshkumar Chimanbhai Patel	1	0.00
4.	Ashokkumar Raghurambhai Thakkar HUF	1	0.00
5.	Piyushkumar C Thakkar	870001	3.49
6.	Thakker raghurambhai vasrambhai HUF	1	0.00

For, ART NIRMAN LIMITED



**Mr. Ashokkumar R. Thakker**  
**Managing Director**  
**DIN: 02842849**



**Date: 23.10.2024**

**Place: Ahmadabad**

Annexure IV

**Chronology of Events for Reclassification under Regulation 31A of SEBI (LODR) Regulations, 2015**

Sr. No	List of Documents	Date of Event
1	Receipt of Application by the Promoter to the Company along with requisite undertaking.	29 <sup>th</sup> August, 2024
2	Submission of intimation of receipt of Promoter application by the Company to the Exchange	30 <sup>th</sup> August, 2024
3	Date of Board meeting wherein reclassification matter is considered and approved	30 <sup>th</sup> August, 2024
4	Submission of Minutes of the BOD meeting wherein the proposal of the promoter seeking reclassification has been considered (Please mention if not applicable)	30 <sup>th</sup> August, 2024
5	Date of Shareholder Meeting wherein reclassification has been approved. (Please mention if not applicable)	26 <sup>th</sup> September, 2024
6	Submission of reclassification application with The Stock Exchange	22 <sup>nd</sup> October, 2024

For, ART NIRMAN LIMITED



**Mr. Ashokkumar R. Thakker**  
Managing Director  
DIN: 02842849



Date: 23.10.2024

Place; Ahmedabad

- Values :- Honesty & Integrity, Commitment, Efficiency, Safety.
- Vision :- To be a premium logistics company with focus on better than the best.
- Mission :- To deliver delight to our Customers, Stakeholders and Employees.

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**Tel.:** 079-27710511-12, | **Mob.:** +91 88666 34499 | **Email:** artnirman@gmail.com | **Web:** www.artnirman.com

**MINUTES OF THE THIRD MEETING OF THE BOARD OF DIRECTORS OF ART NIRMAN LIMITED HELD ON FRIDAY, THE 30<sup>TH</sup> DAY OF AUGUST OF THE YEAR 2024, AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 410, JBR ARCADE, SCIENCE CITY ROAD, SOLA, AHMEDABAD, GUJARAT – 380060.**

**COMMENCED AT 03:00 PM, CONCLUDED AT 04:20 PM.**

**DIRECTORS PRESENT:**

1. Mr. Ashokkumar Raghuram Thakker Managing Director
2. Mr. Piyushkumar Chandrakantbhai Thakkar Director
3. Mrs. Dharmishthaben Ashokkumar Thakkar Director
4. Mr. Krunal Kiritkumar Mistry Independent Director
5. Mr. Hemang Kirtikumar Shah Independent Director
6. Mr. Chintan Umeshbhai Bhatt Independent Director

**INVITEE:**

1. Mr. Chetan Modi - Chief Financial Officer
2. Ms. Yesha Yatishbhai Shah - Company Secretary

**CHAIRMAN:**

Mr. Ashokkumar Thakker, occupied the chair and proceeded for the meeting.

**ITEM NO. 1: LEAVE OF ABSENCE:**

All the members of the Board were present and hence no leave of absence was required.

**QUORUM:**

The necessary quorum being present, the Chairman proceeded with the Business.



**ITEM NO.15: APPROVAL FOR RECLASSIFICATION OF SHAREHOLDER FROM PROMOTER AND PROMOTER GROUP TO PUBLIC CATEGORY .**

**“RESOLVED THAT**, pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to approval from National Stock Exchange of India Limited (“Stock Exchanges”) and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), consent of board of director of the Company be and is hereby accorded for reclassification of Raghurambhai V. Thakkar (Name of Promoter and Promoter Group of the Company) Category to “Public” Category and removal of their name from “Promoter and Promoter Group” of the Company subject to approval of members of the company.

since the person is neither involved in the management nor holding any controlling stake in the Company.

None of the aforesaid people has enter into any Shareholders Agreement with the Company and they have not got any Veto Rights or Special Information Rights or Special Rights as to Voting power or Control of the Company:

Name(s) of Shareholders seeking reclassification from ‘Promoter/ Promoter Group’ to ‘Public’:			
Sr. No.	Name of Shareholders	Number of Shares Held at the time of intimation for reclassification	% Total Shares Held
1	Raghurambhai Vasrambhai Thakker	0	0

**“RESOLVED FURTHER THAT, it is hereby confirmed that-**

The aforesaid person does not hold more than 10% of the paid-up capital of the Company.

b. The shareholding of the aforesaid Promoter/Promoter Group is only upto 3.49% of the equity share capital of the Company.

c. The aforesaid persons have not and will continue to not exercise director indirect control over the Company.

d. No director of the above-said person has been or would be appointed as key managerial personnel of the Company.

e. No special right was even held and would not be ever held by the above reclassified above said person/entity/company.



**“RESOLVED FURTHER THAT,** for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

**VOTE OF THANKS**

There being no other business, the meeting ended with a vote of thanks to the chair.

**Place: Ahmedabad**

**Date: 31.08.2024**

**Ashokkumar Raghuram Thakker  
(Chairman)**



**Notice**

Notice is hereby given that 13<sup>th</sup> Annual General Meeting of members of Art Nirman Limited will be held on Thursday, 26<sup>th</sup> September 2024 at Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India at 10:30 a.m. to transact the following businesses:

**ORDINARY BUSINESS:**

**01. Adoption of Audited Financial Statements:**

To consider and if though fit, to pass, with or without modification the following resolution as an **Ordinary Resolution:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2024, including Audited Balance Sheet as at 31<sup>st</sup> March 2024, the statement of Profit and Loss Account and the cash flow statement for the year ended on 31<sup>st</sup> March, 2024 along with the reports of Auditors and Directors thereon.

**02. Re-appointment of Directors Retiring by Rotation:**

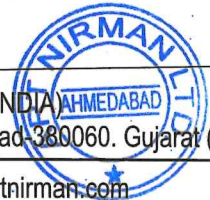
To appoint a Director in place of Mr. Piyushkumar Thakkar (DIN: 07555460), who, retires by rotation and being eligible offers, himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT,** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Piyushkumar Thakkar (DIN: 07555460), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**03. Appointment of Statutory Auditor of the company:**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a **“Ordinary Resolution”**.

**“RESOLVED THAT,** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), consent of the members of the company be and is hereby accorded to appoint M/s. Arpan Shah & Associates., Chartered Accountants, Ahmedabad (Firm Registration No.: 125049W) as Statutory Auditor of the Company for the FY 2024-25 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.”



**SPECIAL BUSINESS:**

**04. Approval of members for reclassification of shareholder from promoter and promoter group to public category .**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a “**Ordinary Resolution**”.

“**RESOLVED THAT**, pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to approval from Bombay Stock Exchange Limited and National Stock Exchange of India Limited (“Stock Exchanges”) and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), consent of members of the Company be and is hereby accorded for reclassification of Raghurambhai V. Thakkar (Name of Promoter and Promoter Group of the Company) Category to “Public” Category and removal of their name from “Promoter and Promoter Group” of the Company. since the person is neither involved in the management nor holding any controlling stake in the Company. None of the aforesaid people has enter into any Shareholders Agreement with the Company and they have not got any Veto Rights or Special Information Rights or Special Rights as to Voting power or Control of the Company:

<b>Name(s) of Shareholders seeking reclassification from ‘Promoter/ Promoter Group’ to ‘Public’:</b>			
<b>Sr. No.</b>	<b>Name of Shareholders</b>	<b>Number of Shares Held at the time of intimation for reclassification</b>	<b>% Total Shares Held</b>
1	Raghurambhai Vasrambhai Thakker	0	0

“**RESOLVED FURTHER THAT**, it is hereby confirmed that-

The aforesaid person does not hold more than 10% of the paid-up capital of the Company.

b. The shareholding of the aforesaid Promoter/Promoter Group is only upto 3.49% of the equity share capital of the Company.

c. The aforesaid persons have not and will continue to not exercise director indirect control over the Company.

d. No director of the above-said person has been or would be appointed as key managerial personnel of the Company.

e. No special right was even held and would not be ever held by the above reclassified above said person/entity/company.

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

**05. Approval of loans, investments, guarantee or security u/s 185 of Companies Act, 2013:**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a “**Special Resolution**”.



**“RESOLVED THAT**, pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (here in after referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the company, (in which any director is deemed to be interested) or to Managing Director or Whole time director of the company upto an aggregate sum of INR 300 Crores (Rupees Three Hundred Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**“RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

**06. Approval of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate u/s 186 of the Companies Act,2013.**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a **“Special Resolution”**.

**“RESOLVED THAT**, pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 300 Crores (Rupees Three Hundred Crores only) over and above the limit prescribed u/s 186 of the Companies Act,2013.

**“RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**07. To increase the overall managerial remuneration of the KMP & Directors of the company.**

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



**"RESOLVED THAT**, in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable beyond specified limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution .

**"RESOLVED FURTHER THAT**, where in any Financial Year, the Company has no profits or profits are inadequate, the overall managerial remuneration paid to Directors shall not exceed Rs. 50,00,000 (Rupees Fifty Lakhs Only).

**"RESOLVED FURTHER THAT**, the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**08. To Approve Material Related Party Transaction(S) Under Regulation 23 Of SEBI LODR Regulation, 2015**

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

**"RESOLVED THAT**, pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended w. e. f. 01/04/2022 ('SEBI Listing Regulations') read with Section 188 of the Companies Act, 2013 ("the Act") as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company's Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise in the ordinary course of its business and on arm's length basis for sale, purchase or supply of any goods or materials, availing or rendering of any services or such other transactions, Transfer of Resources including receiving/ providing loans and advances or such other transactions, on such terms and conditions as may be mutually agreed upon between the company and related party for an amount as mentioned in detail in Explanatory Statement annexed herewith to this resolution and on the respective material terms & conditions as mentioned in the said table;

**"RESOLVED FURTHER THAT**, the Board of directors of the company, jointly and/or severally, be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make



such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the company.”

**Place: Ahmedabad**  
**Date: 31<sup>st</sup> August, 2024**  
**Registered office:**  
**410, JBR Arcade,**  
**Science City Road, Sola,**  
**Ahmedabad 380060, Gujarat, India.**  
**CIN: L45200GJ2011PLC064107**

**By order of the Board**  
**For Art Nirman Limited**

**Sd/-**  
**Yesha Shah**  
**Company Secretary & Compliance Officer**

//certified true copy//

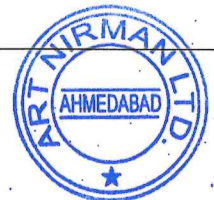
*Ashokkumar Thakker*



**Ashokkumar Thakker**  
**Managing Director**  
**Date: 23/10/2024**  
**Place: Ahmedabad**

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/herself and the proxy need not be the member of the company. A person can act as proxy on behalf members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten per cent) of share capital of the Company. However a member holding more than 10% (ten per cent) of share capital in company may appoint a single person as proxy and in such case proxy shall not act as proxy for any other member.
2. A form of proxy is herewith attached. The proxies in order to be effective must be submitted at the registered office of the company not less than 48 hours before the commencement of the meeting duly signed by the member.  
  
Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable. Members/ proxies/ authorized representative are requested to bring the attendance slip sent herewith, duly filled in for attending the meeting.
3. In case of joint holders, only a 1st Joint holder will be permitted to vote.
4. The Register of Members and Share Transfer Register of the company will remain closed from September 20, 2024 to September 26, 2024 (both days inclusive) for Annual General Meeting for Financial Year 2023-24.
5. The Statement pursuant to section 102 of Companies act 2013 and /or Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2016 with regard to Explanatory Statement is herewith annexed to this notice.
6. Members are requested to inform the company of any change in their addresses immediately so as to enable the Company for any further communication at their correct addresses.



7. The Companies Act provides nomination facility to the members. As a member of the Company you have an option to nominate any person as your nominee to whom you shares shall vest in case of unfortunate event of death. It is advisable to avail this facility especially by the members holding shares on single name. This nomination would avoid process of acquiring rights in shares through transmission. In case of joint holders, nomination shall be effective only on death of the all the joint holders. If the shares are held in Dematerialized form, the nomination form needs to be forwarded to your Depository Participant.

8. Trading in Equity Shares of the Company is compulsorily in Dematerialized mode by all the investors.

9. Members seeking any information or clarification on the accounts are requested to send written queries to the Company; at least 10 days before the meeting to enable the management keeps the required information available at meeting.

10. Annual Report for the financial year 2023-24 of the company has been uploaded on website of the Company i.e. [www.artnirman.com](http://www.artnirman.com).

11. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the Company during the normal business hours up to the date of and during the Annual General Meeting.

12. In compliance with the stated MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the financial year 2023-2024, is being sent only through electronic mode to those members whose email addresses are registered with the Registrar/Depository Participant(s).

Members may note that this Notice and the Annual Report for the financial year 2023-2024 are also be available on the Company's website viz. <https://www.artnirman.com/Compliance.html>, websites of Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) and on the website of Central Depository Services (India) Limited (CDSL) (agency for providing e-voting facility viz. <https://www.evotingindia.com/>).

13. For protection of environment and to conserve natural resources, members are requested to register their emails, with Company / RTA or Depository Participant to enable company to send communication including Annual Report, notices, circulars etc. electronically.

14. Members holding shares in physical form in multiple folios on the same name and in the same order are requested to consolidate all their folios. For this purpose, application may be submitted to Registrar and Share Transfer Agent of the Company.

15. The members whose name are appear in the Register of Member as on Friday, 23rd August, 2024 are eligible for receiving Notice and Annual Report of the 12th Annual General Meeting of the company.

16. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member / beneficial owner as on the cutoff date i. e. Tuesday, 19<sup>th</sup> September, 2024.

17. In terms of section 108 of Companies Act 2013 read with Companies (Management and Administration) Rules 2014, as amended from time to time and as per Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the remote e voting facility through Central Depository Services Limited (CDSL) to its members holding shares in physical or dematerialized form, as on cutoff date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice.



This is to clarify that it is not mandatory for a member to vote using the E voting facility and a member may avail the facility at his / her discretion, subject to compliance with the instruction for Remote E-Voting.

Further in case of Members who are entitled to vote, amongst members present in person at the meeting, but have not exercised right to vote by electronics means, the Chairman of the Company shall allow voting by way of poll in terms of Rule 20(4)(xi) of the said rules for the business specified in the accompanying notice.

It is specifically clarified that members who have exercised their right to vote by remote electronics means, may be allowed to participate in Annual General Meeting but shall not be eligible to vote by way of poll at the meeting as per proviso to Rule 20(4)(vii).

The Information with respect to voting process and other instructions regarding remote e-voting are detailed in note no. 20.

18.Mr. Yash Mehta, Practicing Company Secretary, Ahmedabad (Membership No. 45267) has been appointed as Scrutinizer to scrutinize voting and remote e voting process in fair and transparent manner.

19.The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the Annual General Meeting make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person so authorized by him in writing, who shall countersign the same.

20.The results shall be declared forthwith by the Chairman or a person so authorized by him in writing on receipt of report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed on the Company's website [www.artnirman.com](http://www.artnirman.com) and on the website of CDSL.

21.The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to the same being passed with requisite majority.

22.Voting process and other instructions regarding Remote E Voting:

#### **PROCEDURE FOR REMOTE E-VOTING:**

1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

2) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of SEBI LODR listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates

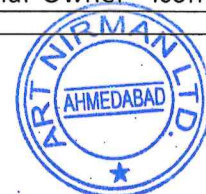


registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their votes without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- 3) The e-voting period shall commence at 09:00 a.m. on 23<sup>rd</sup> September 2024 and end at 05:00 p.m. on 25<sup>th</sup> September, 2024. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date i.e. 19<sup>th</sup> September 2024, may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services (India) Ltd (CDSL) for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

**STEPS** to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under</p>

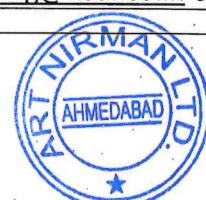


<p>securities in demat mode with NSDL</p>	<p>“Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click one Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at</p>



toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on **“Shareholders”** module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

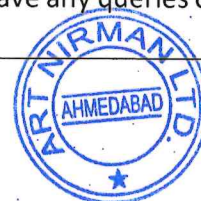
	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ii) After entering these details appropriately, click on **“SUBMIT”** tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach **‘Password Creation’** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the **EVSN** for the relevant **<Company Name>** on which you choose to vote.
- (vi) On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option **"YES/NO"** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
- (ix) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password &** enter the details as prompted by the system.
- (xii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the **"Corporates"** module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xiii) The Scrutinizer shall after the conclusion of voting, count the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit his consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xiv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://www.artnirman.com/> and shall intimate the same to the NSE. In case you have any queries or issues



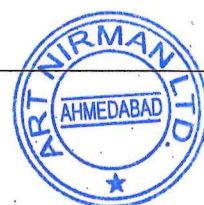
regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Place: Ahmedabad  
Date: 31<sup>st</sup> August, 2024  
Registered office:  
410, JBR Arcade,  
Science City Road, Sola,  
Ahmedabad 380060,  
Gujarat, India.  
CIN: L45200GJ2011PLC064107

By order of the Board  
For Art Nirman Limited  
SD/-  
Yesha Shah  
Company Secretary & Compliance Officer

**Details of director seeking re-appointment at the Annual General Meeting**  
**(Pursuant to the provisions of Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standards on**  
**General Meetings (“SS-2”) issued by Institute of Company Secretaries of India)**

Name of the Director	Piyushkumar Chandrakantbhai Thakkar
Date of Birth	12/11/1982
DIN	07555460
PAN	AEJPT8651B
Education Qualification	Graduate
Date of Appointment	08/09/2017
Experience	More than 14 years of experience in Real Estate Sector
Nature of expertise in specific functional area	Business Management for Real Estate Company.
Disclosure of relationship between director inter se	Mr. Piyushkumar Thakkar belongs to the promoter group. He is not related to the any existing director as per the Companies Act ,2013
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	NIL
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees of other Boards	NIL
Share holding in the Company	870001 Equity Shares
No. Board Meeting Meetings attended during the F.Y. 2023-24	6/6



Remuneration Details (Including setting fees & Commission)	9,24,000/- p.a.
Information as required pursuant to Per Exchange Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Companies	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.

**Explanatory statement pursuant to section 102 of Companies Act 2013:**

**Item No.:4: Approval of members for reclassification of shareholder from promoter group to public category**

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations, 2015"), as amended from time to time, has provided a regulatory mechanism for re-classification of Promoters as Public Shareholder subject to fulfillment of conditions provided therein.

The Company had received a letter from the following persons requesting re-classification from the category of "Promoters / Promoter Group" to "Public Category".

<b>Name(s) of Shareholders seeking reclassification from 'Promoter/ Promoter Group' to 'Public':</b>			
<b>Sr. No.</b>	<b>Name of Shareholders</b>	<b>Number of Shares Held at the time of intimation for reclassification</b>	<b>% Total Shares Held</b>
1	Raghurambhai Vasrambhai Thakkar	0	0

Based on the letter received from the above promoter person, the matter was discussed by the Board of Directors at their meeting held on 30<sup>th</sup> August, 2024 and Board decided to get the above promoter/promoter group person reclassified from the "Promoter Category" to "Public Category" with the approval of stock exchanges Regulation 31A (2) read with Regulation 31A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as Listing Regulations") is the main regulation which deals with the reclassification of promoter shareholding into public shareholding.

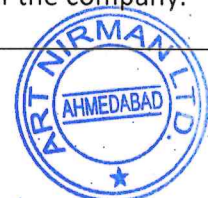
It provides that the Stock exchanges allow reclassification of the status of promoter shareholders only if the following main conditions are satisfied.

- (i) Upon receipt of a request from the concerned listed entity or the concerned Shareholders.
- (ii) Upon receipt of all relevant evidence to be provided.
- (iii) On BSE being satisfied with the Compliance of conditions mentioned in Regulation 31A.

Regulation 31A (7) (any other manner) means with the consent of the person who wants to change reclassification. A reclassification may also be permitted by the stock exchanges under the main Listing Regulation No, 31A (2) itself read with the additional condition specified under the Regulation 31A (7) of Listing Regulation, the total of conditions under the two sub regulations are as follows:

A request for reclassification to be made by the concerned listed entity or by the concerned shareholders/ to stock exchanges.

- (ii) All relevant evidence to be provided.
- (iii) Reclassified promoter shall not directly or indirectly exercise control over the affair of the company.



- (iv) Increase in the level of public shareholding pursuant to the reclassification of promoters shall not be considered towards achieving compliances with the minimum public Shareholding requirement under Rule 19 A of the Securities Contracts (Regulation) Rule, 1975 and
- (v) The event of reclassification shall be disclosed to the Stock exchange as a material event under the provisions of Listing Regulations.

The applicants have confirmed that they comply with the requirements of Regulation 31A(3)(b) of the SEBI Listing Regulations, 2015 as below –

- (i) They, together with do not hold more than ten percent of the total Voting Rights in the Company;
- (ii) They do not exercise control over the affairs of the Company directly or indirectly;
- (iii) They do not have any special rights concerning the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) They do not represent on the Board of Directors (including not having a nominee director) of the Company;
- (v) They do not act as a key managerial person in the Company;
- (vi) They are not willful defaulters as per the Reserve Bank of India Guidelines;
- (vii) They are not fugitive economic offenders.

Further, applicants have confirmed that after reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A (4) of the SEBI Listing Regulations, 2015

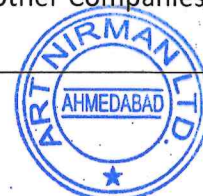
Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% shareholding and the proposed reclassification is not intended to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Your directors recommend the passing of the Resolution as an Ordinary Resolution.

None of the Directors /Key Managerial Personnel or relatives of any of the Directors/ Key Managerial Personnel of your Company are in any way concerned or interested in the resolutions set out in the notice. Your directors recommend the resolutions set out in the notice for your approval.

**Item No.5: Approval of Loans, Investments, Guarantee or Security Under Section 185 Of Companies Act, 2013:**

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities. Hence, in order to enable the company to advance loan to Managing Director/Whole Time Director/Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in



which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members.

Except Ashokumar Thakker, Dharmishthaben Thakkar and Piyushbhai Thakkar None of the Director, KMP and their relatives is in any way concerned or interested financially or otherwise in this resolution except to the extent of their shareholding.

**Item No.6: Approval of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate u/s 186 of the Companies Act,2013.**

As per the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

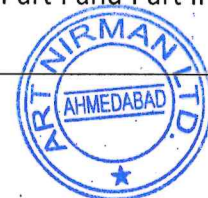
In view of the above and considering the longterm business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for the same.

The Board of Directors Recommend the Special Resolution for approval by the members.

Except Ashokumar Thakker, Dharmishthaben Thakkar and Piyushbhai Thakkar None of the Director, KMP and their relatives is in any way concerned or interested financially or otherwise in this resolution except to the extent of their shareholding.

**Item No.7: To increase the overall managerial remuneration of the Directors of the company.**

As per the provision of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) to increase the overall limit of managerial remuneration payable beyond specified limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part I and Part II related to



conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution .

In view of above and for the ease of doing business the company decided to take member's approval.

The Board of Directors Recommend the Special Resolution for approval by the members.

Except Ashokumar Thakker, Dharmishthaben Thaakar and Piyushbhai Thakkar None of the Director, KMP and their relatives is in any way concerned or interested financially or otherwise in this resolution except to the extent of their shareholding.

**Item No.8: To Approve Material Related Party Transaction(S) Under Regulation 23 Of Sebi Lodr Regulation, 2015.**

The provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, stipulate that a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds ` 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and will require prior approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

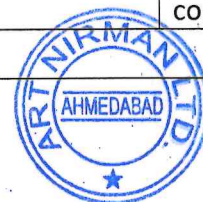
Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or indirectly. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

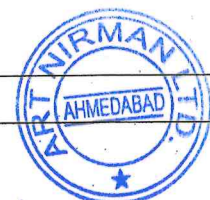
Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 8 of this notice.

**Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 11<sup>th</sup> July, 2023 is provided herein below:**

Sr. No	Description	Details					
1.	Name of the related party with whom transaction is	OHM ENTERPRISE	VISHNUDHARA DEVELOPER LLP	VISHNUDHARA	ART CLUB	UNSECURED LOAN	Proposed work contract/



	proposed to be entered		PARADISE LLP	PRIVATE LIMITED		developme nt agreement
2.	Nature of Relationship [including Entities with nature of Interest (financial or otherwise)]	Entities with Common Directors, Shareholding and having significant influence of Directors and Promoter Shareholders of the Company.				
3.	Type of proposed transaction	(a) Purchase, Sale, Trade and otherwise Deal in Goods and Services between the Company and the Related Party mentioned above., (b) Advance of money by way of Loan or advances or both. (c) Work as a ordinary course of business while making work contract, development agreement.				
4.	Nature, duration/tenure, material arrangement terms, monetary value and particulars of contract/ arrangement	Purchase, Sale, Trade and otherwise Deal in Goods and Services between the Company and the Related Party mentioned above., Advance of money by way of Loan or advances or both, Work as an ordinary course of business while making work contract, development agreement of INR 100 crores in any Financial Year and thereafter.				
5.	Particulars of the proposed transaction	Same as Sr. No. 3.				
6.	Tenure of the transaction	For each financial year which may be extended/renewed for further years				
7.	Value of the proposed transaction	Same as Sr. No. 4.				
8.	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	300% of the consolidated turnover of the Company.				
9.	Justification of the proposed transaction	The Company is entering into related party transaction in respect of transfer of obligations/resources. The proposed transaction will be in the ordinary course of business and on the arm's length basis.				
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable				
11.	Name of the Director or Key Managerial Personnel, who is related	Mr. Ashokkumar Thakker, Mrs. Dharmisthaben Thakkar, Mr. Piyushkumar Thakkar				



12.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
a	Source of funds	Internal Sources/Accruals only.
b	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: * Nature of indebtedness; * cost of funds; and * tenure of the indebtedness	Not Applicable
c	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Unsecured Loan on short term/long term basis, repayable on demand at a mutually agreed rate of interest in compliance with the provisions of the Companies Act, 2013.
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For business purposes only.
13.	Any other relevant information.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

**Place: Ahmedabad**

**Date: 31<sup>st</sup> August, 2024**

**Registered office**

**410, JBR Arcade,**

**Science City Road, Sola,**

**Ahmedabad 380060,**

**Gujarat, India.**

**CIN: L45200GJ2011PLC064107**

**By order of the Board**

**For Art Nirman Limited**

**SD/-**

**Yesha Shah**

**Company Secretary & Compliance Officer**



**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED IN THE ANNUAL GENERAL MEETING BY THE MEMBERS OF ART NIRMAN LIMITED DULY CONVENED AND AT WHICH PROPER QUORAM WAS PRESENT HELD ON THURSDAY, 26<sup>TH</sup> SEPTEMBER, 2024 AT THE CLUB BABYLON, S P ROAD, NR. SCIENCE CITY CIRCLE, BHADAJ, AHMEDABAD 380060, GUJARAT, INDIA AT 10:55 A.M.**

**ITEM NO.4: APPROVAL OF MEMBERS FOR RECLASSIFICATION OF SHAREHOLDER FROM PROMOTER AND PROMOTER GROUP TO PUBLIC CATEGORY.**

**“RESOLVED THAT**, pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to approval from Bombay Stock Exchange Limited and National Stock Exchange of India Limited (“Stock Exchanges”) and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), consent of members of the Company be and is hereby accorded for reclassification of Raghurambhai V. Thakkar (Name of Promoter and Promoter Group of the Company) Category to “Public” Category and removal of their name from “Promoter and Promoter Group” of the Company. since the person is neither involved in the management nor holding any controlling stake in the Company. None of the aforesaid people has enter into any Shareholders Agreement with the Company and they have not got any Veto Rights or Special Information Rights or Special Rights as to Voting power or Control of the Company:

<b>Name(s) of Shareholders seeking reclassification from ‘Promoter/ Promoter Group’ to ‘Public’:</b>			
<b>Sr. No.</b>	<b>Name of Shareholders</b>	<b>Number of Shares Held at the time of intimation for reclassification</b>	<b>% Total Shares Held</b>
1	Raghurambhai Vasrambhai Thakker	0	0

**“RESOLVED FURTHER THAT, it is hereby confirmed that-**

The aforesaid person does not hold more than 10% of the paid-up capital of the Company.

b. The shareholding of the aforesaid Promoter/Promoter Group is only upto 3.49% of the equity share capital of the Company.

c. The aforesaid persons have not and will continue to not exercise director indirect control over the Company.

d. No director of the above-said person has been or would be appointed as key managerial personnel of the Company.

Regd. Office : 410, JBR Arcade, Science City Road, Sola, Ahmedabad-380060. Gujarat (INDIA)

Corporate Office : Club Babylon, Sub Plot B, Survey No. 223/5, S.P. Ring Road, Near Bhadaj Circle, Ahmedabad-380060. Gujarat (INDIA)

e. No special right was even held and would not be ever held by the above reclassified above said person/entity/company.

**“RESOLVED FURTHER THAT,** for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

**//Certified True Copy//**

**For, ART NIRMAN LIMITED**

*Ashokkumar Thakker*

**Ashokkumar Thakker**

**Managing Director**

**DIN: 02842849**

**Date:23/10/2024**

**Place: Ahmedabad**



**Explanatory statement pursuant to section 102 of Companies Act 2013:**

**Item No.:4: Approval of members for reclassification of shareholder from promoter group to public category**

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations, 2015"), as amended from time to time, has provided a regulatory mechanism for re-classification of Promoters as Public Shareholder subject to fulfillment of conditions provided therein.

The Company had received a letter from the following persons requesting re-classification from the category of "Promoters / Promoter Group" to "Public Category".

<b>Name(s) of Shareholders seeking reclassification from 'Promoter/ Promoter Group' to 'Public':</b>			
<b>Sr. No.</b>	<b>Name of Shareholders</b>	<b>Number of Shares Held at the time of intimation for reclassification</b>	<b>% Total Shares Held</b>
1	Raghurambhai Vasrambhai Thakkar	0	0

Based on the letter received from the above promoter person, the matter was discussed by the Board of Directors at their meeting held on 30<sup>th</sup> August, 2024 and Board decided to get the above promoter/promoter group person reclassified from the "Promoter Category" to "Public Category" with the approval of stock exchanges Regulation 31A (2) read with Regulation 31A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as Listing Regulations") is the main regulation which deals with the reclassification of promoter shareholding into public shareholding.

It provides that the Stock exchanges allow reclassification of the status of promoter shareholders only if the following main conditions are satisfied.

- (i) Upon receipt of a request from the concerned listed entity or the concerned Shareholders.
- (ii) Upon receipt of all relevant evidence to be provided.
- (iii) On BSE being satisfied with the Compliance of conditions mentioned in Regulation 31A.

Regulation 31A (7) (any other manner) means with the consent of the person who wants to change reclassification. A reclassification may also be permitted by the stock exchanges under the main Listing Regulation No, 31A (2) itself read with the additional condition specified under the Regulation 31A (7) of Listing Regulation, the total of conditions under the two sub regulations are as follows:

A request for reclassification to be made by the concerned listed entity or by the concerned shareholders/ to stock exchanges.

- (ii) All relevant evidence to be provided.



(iii) Reclassified promoter shall not directly or indirectly exercise control over the affair of the company.

(iv) Increase in the level of public shareholding pursuant to the reclassification of promoters shall not be considered towards achieving compliances with the minimum public Shareholding requirement under Rule 19 A of the Securities Contracts (Regulation) Rule, 1975 and

(v) The event of reclassification shall be disclosed to the Stock exchange as a material event under the provisions of Listing Regulations.

The applicants have confirmed that they comply with the requirements of Regulation 31A(3)(b) of the SEBI Listing Regulations, 2015 as below -

(i) They, together with do not hold more than ten percent of the total Voting Rights in the Company;

(ii) They do not exercise control over the affairs of the Company directly or indirectly;

(iii) They do not have any special rights concerning the Company through formal or informal arrangements including through any shareholder agreements;

(iv) They do not represent on the Board of Directors (including not having a nominee director) of the Company;

(v) They do not act as a key managerial person in the Company;

(vi) They are not willful defaulters as per the Reserve Bank of India Guidelines;

(vii) They are not fugitive economic offenders.

Further, applicants have confirmed that after reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A (4) of the SEBI Listing Regulations, 2015

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% shareholding and the proposed reclassification is not intended to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Your directors recommend the passing of the Resolution as an Ordinary Resolution.

None of the Directors /Key Managerial Personnel or relatives of any of the Directors/ Key Managerial Personnel of your Company are in any way concerned or interested in the resolutions set out in the notice. Your directors recommend the resolutions set out in the notice for your approval.

**For, ART NIRMAN LIMITED**

**Ashokkumar Thakker**

**Managing Director**

**DIN: 02842849**



## ICICI Bank Advice Receipt

10/10/24 5:36 PM

### Transaction Details

Account Number: **182605000489**

Transaction Date: **09-10-2024 00:00:00**

Transaction Amount: **INR 3,24,000.00**

Debit/Credit: **Debit**

Cheque Number : **2532**

Transaction Description : **NEFT:000152819002/IBKL  
0001000/NATIONAL  
STOCK EXCHANGE OF  
INDIALTD**

Transaction ID: **S18040373**

Transaction Remarks : -

Transaction Balance: **INR1837076**  
**Note: This is an electronically generated receipt and  
does not need any signature.**

आयकर विभाग  
INCOME TAX DEPARTMENT



भारत सरकार  
GOVT. OF INDIA



स्थायी लेखा संख्या कार्ड  
Permanent Account Number Card  
AARPT7174R



नाम / Name

RAGHURAMBHAI VASRAMBHA THAKKAR

पिता का नाम / Father's Name

VASRAMBHA THAKKER

जन्म की तारीख / Date of Birth

10/08/1940

*Raghurambhai Vasrambha Thakkar*

हस्ताक्षर / Signature



ભારત સરકાર  
Government of India

ભારતીય વિશિષ્ટ ઓળખાણ પ્રાધિકરણ  
Unique Identification Authority of India

નામાંકન ક્રમ સંખ્યા/ Enrolment No.: 0000/00723/18271

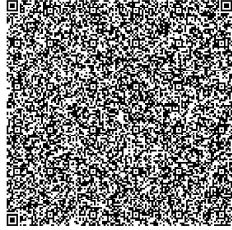
Download Date: 08/03/2021

To  
રઘુરામ ભાઈ વશરામ ભાઈ 6552  
Raghuram Bhai Vasharam Bhai Thakkar  
Kuberhouse  
Near sundaram residency  
Sola  
Opposite divine highland  
Sola  
Sola  
Ahmedabad Gujarat - 380060  
9427302915

Issue Date: 02/03/2021

Signature valid

Digitally signed by  
UNIQUE IDENTIFICATION  
AUTHORITY OF INDIA 05  
Date: 2021.03.02 12:24:46  
IST



તમારો આધાર નંબર / Your Aadhaar No. :

XXXX XXXX 8406

VID : 9146 4312 0810 4714

મારો આધાર, મારી ઓળખ



ભારત સરકાર  
Government of India



Download Date: 08/03/2021



રઘુરામ ભાઈ વશરામ ભાઈ 6552  
Raghuram Bhai Vasharam Bhai Thakkar  
જન્મ તારીખ/DOB: 10/08/1940  
પુરુષ/ MALE

Issue Date: 02/03/2021

XXXX XXXX 8406

VID : 9146 4312 0810 4714

મારો આધાર, મારી ઓળખ



Government of India



નિર્દેશ

- આધાર ઓળખાણનું પ્રમાણ છે. નાગરીકતાનું નહિ
- ઓળખ ચકાસવા માટે સુરક્ષિત QR કોડ / ઓફલાઇન XML / ઓનલાઇન પ્રમાણીકરણનો ઉપયોગ કરવો.
- આ ઇલેક્ટ્રોનિક પ્રક્રિયા દ્વારા બનાવેલા દસ્તાવેજ છે.

INFORMATION

- **Aadhaar** is a proof of identity, not of citizenship.
- Verify identity using Secure QR Code/ Offline XML/ Online Authentication.
- This is electronically generated letter.

- આધાર સમગ્ર દેશમાં માન્ય છે.
- આધાર તમને વિવિધ સરકારી અને બિન-સરકારી સેવાઓને સરળતાથી મેળવવામાં મદદ કરે છે.
- તમારા મોબાઇલ નંબર અને ઈમેઇલ આઈડીને આધારમાં અપડેટ કરો.
- તમારા સ્માર્ટ ફોનમાં આધાર રાખો - એમઆધાર એપ્લિકેશનનો ઉપયોગ કરો.

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- Keep your mobile number & email ID updated in **Aadhaar**.
- Carry Aadhaar in your smart phone – use **mAadhaar** App.

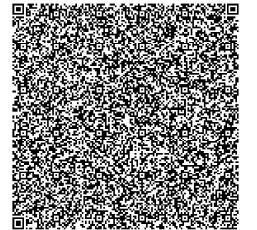


ભારતીય વિશિષ્ટ ઓળખાણ પ્રાધિકરણ  
Unique Identification Authority of India



સરનામું :  
કુબર હાઉસ, સુંદરમ રેસિડેન્સ પાર્ક, ડિવાઇન હાઇ  
લેન્ડ સાઇ, સોલા, સોલા, અમદાવાદ,  
ગુજરાત - 380060

Address:  
Kuberhouse, Near sundaram residency,  
Opposite divine highland, Sola, Sola,  
Ahmedabad,  
Gujarat - 380060



XXXX XXXX 8406

VID : 9146 4312 0810 4714

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