



Aarvi Encon Limited
Formerly known as Aarvi Encon Private Limited
CIN : U29290MH1987PLC045499
(ISO 9001 : 2008 & OHSAS 18001 : 2007)



Regd. Office : B1-603, 6th Floor, Marathon Innova, Marathon Nextgen Complex,
Opp. Peninsula Park, Lower Parel, Mumbai - 400 013, INDIA.

AEI/NSE/2018-19/08

Date:- 04th August, 2018

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

Kind Attention: - Head - Listing

Sub: - Notice of the Annual General Meeting and Intimation of Record Date.

Dear Sir/Madam,

The 30th Annual General Meeting (First AGM post IPO of the Company) will be held on Friday, 31st August, 2018 at 11.30 A.M. at M. C. Ghia Hall, Bhogilal Hargovinddas Building, 18/20 K. Dubhash Marg, Behind Prince of Wales Museum, Kalaghoda, Fort, Mumbai – 400 001.

The Directors have recommended a Final Dividend of Rs. 0.50 Per Equity Share of Rs. 10 Each of the Company for approval by the Shareholders at the ensuing AGM of the Company.

Pursuant to Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has fixed Monday, 27th August, 2018 as the Record Date for the purpose of determining the members eligible to receive dividend recommended by the Board of Directors for the financial year 2017-18 and the

The Register of Members & Share Transfer Books of the Company will remain closed from 28th August, 2018 to 31st August, 2018 (both days inclusive) for determining shareholders entitlement for dividend as recommended by the Board of Directors, on equity shares, for the financial year ended 31st March, 2018.

The dividend will be paid or warrants thereof dispatched within a week from the conclusion of the Annual General Meeting of the Company.

A copy of the notice of AGM is enclosed herewith.

Thanking you,

Yours faithfully,
For **Aarvi Encon Limited**

Jay H. Shah
Company Secretary and Compliance Officer

NOTICE OF 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY

Notice is hereby given that 30th Annual General Meeting (First AGM post IPO of the Company) of Aarvi Encon Limited will be held on Friday, 31st August 2018 at M. C. Ghia Hall, Bhogilal Hargovinddas Building, 18/20 K. Dubash Marg, Behind Prince of Wales Museum, Kalaghoda, Fort, Mumbai - 400001 at 11.30 AM to transact following business;

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:

(a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To Appoint a Director in place of Mrs. Niranjana V Sanghavi, Non-Executive Director of the Company, who retire by rotation and being eligible, offered herself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Niranjana V Sanghavi (DIN: 01773124), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

3. To Declare a dividend on equity shares for the financial year ended March 31, 2018 and in this regard, pass the following resolution as an Ordinary

Resolution:

"RESOLVED THAT a dividend @5% i.e Rs 0.50/- (Fifty Paise only) per equity share of Rs. 10/- (Ten rupees) each fully paid-up of the Company be and is hereby approved for the financial year ended March 31, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2018."

SPECIAL BUSINESS

1. Appointment of Dr. Padma V Devarajan as Director of the Company.

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution;

"RESOLVED THAT pursuant to Sections 149, 152 and 160 of the Companies act, 2013 and any other applicable provisions if any, Dr. Padma V Devarajan (DIN: 08064987), who was appointed as an Additional Director on 01st February, 2018 be and is hereby appointed as a Director of the Company who is not liable to retire by rotation.

"RESOLVED FURTHER THAT Mr. Jaydev V. Sanghavi, Executive Director & CFO and Jay H. Shah, Company Secretary of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of Companies, Mumbai and to do such other acts, deeds and things as may be considered necessary in this regard."

For and on behalf of the Board of
Aarvi Encon Limited

Jay H. Shah
Company Secretary and
Compliance Officer

Date: May 19, 2018
Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT TO BE MEMBER OF THE COMPANY. A person can act as proxy on behalf of not more than fifty (50) and holding in aggregate not more than ten percent of total Share capital of the Company. The instrument of proxy in order to be effective should be deposited at the registered office of the company before 48 hours of commencement of the meeting.
2. The Blank Proxy Form is being sent herewith. Members/ Proxy holders must bring the attendance slip (attached herewith to the meeting and handover the same at the entrance of the meeting duly signed.
3. All documents referred to in the accompanying Notice and the statements are open for inspection by the members at the Registered Office of the Company on all working days up to date of Annual General Meeting between 1.00 PM to 3.00 PM.
4. Members are requested to notify immediately if any change in their addresses and other communication details.
5. Explanatory Statement according to the provisions of Section 102 of the Companies Act, 2013 read with The Company (Management and Administration) Rules, 2014, is annexed hereto.
6. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the Company a certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
9. Details pursuant to Regulations 26 and 36 of the SEBI (LODR) Regulations, 2015 read with Secretarial Standard - 2 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. The notice of AGM along with Annual Report for 2017-18 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
11. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.
12. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.
13. This notice is being sent to all members of the Company, whose name appears in the Register of Members / list of beneficiaries received from the depositories on the end of 4th August, 2018.
14. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorised representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed. Duplicate attendance slips will not be issued.
15. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the

Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being www.aarviencon.com kindly bring your copy of Annual Report to the meeting.

16. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
17. No gifts shall be provided to members before, during or after the AGM.
18. Members may pursuant to section 72 of the Companies Act 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules 2014 file nomination in prescribed form SH-13 with the respective depository participant.
19. Members are requested to notify change of address and update bank accounts details to their respective depository participants directly.
20. A route map showing direction to reach the venue of the 30th AGM is given at the end of this notice as per the requirement of Secretarial Standards - 2 on General Meeting.

Voting system:

21. Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, the facility for voting through polling paper shall be made available at the meeting and the members attending the Meeting shall be able to exercise their right at the Meeting through polling paper. A Proxy can vote in the ballot/poll process.
22. A Member present in person or by Proxy shall, on a poll or ballot, have votes in proportion to his share in the paid up equity share capital of the company, subject to differential rights as to voting, if any, attached to certain shares as stipulated in the Articles or by the terms of issue of such shares. A Member who is a related party is not entitled to vote

on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.

23. The Members of the Company holding shares on the "cut-off date" of 4th August, 2018 are entitled to vote on the resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
24. The results of the Ballot process will be placed by the company on its website www.aarviencon.com within two days from the date of the conclusion of the AGM and also communicated to the stock exchanges, where the shares of the company are listed.
25. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to the receipt of the requisite number of votes in favor of the resolutions.
26. Mr. Sunil Agarwal, Practicing Company Secretary, (Membership No. FCS 8706) has been appointed as the Scrutiniser to scrutinise the Ballot process.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

SPECIAL BUSINESS

1. Appointment of Dr. Padma V Devarajan as Director of the Company.

Dr. Padma V Devarajan (DIN: 08064987) was appointed as Additional Independent Director on the Board of the Company on 01st February, 2018. The Board believes that her immense knowledge and years of experience in the pharmaceutical field will enable the Company to reach out to the new industries in the pharma sector through her guidance and support.

As per Section 160 of the Companies Act, 2013, it requires to deposit one lakh rupees for such appointment of the proposed appointee by any share holder. However as per Section 50 of the Companies Amendment Act, 2017, if the Director is recommended by the Nomination and Remuneration Committee of the Company as constituted under Section 178 of the Companies Act, 2013 then no need to deposit one lakh rupees for such appointment. Therefore, the Company has not received the deposit for the aforesaid appointment.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financial or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company, if any.

Accordingly the Board recommends the said resolution for the appointment of Dr. Padma V Devarajan as Director for the approval of the shareholders of the Company.

For and on behalf of
Aarvi Encon Limited

Jay H. Shah
Company Secretary and
Compliance Officer

Route Map to the venue of the 30th Annual General Meeting of the Company to be held on 31st August, 2018.

