



Aarvi Encon Limited
Formerly known as Aarvi Encon Private Limited
CIN : L29290MH1987PLC045499
(ISO 9001 : 2015 & OHSAS 18001 : 2007)

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



AEL/NSE/2019-20/22

Date:- October 25, 2019

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

Kind Attention: - Head - Listing
Symbol:- AARVI

Sub: - Variation in the object clause of the Prospectus dated September 14, 2019 for the utilization of issue proceeds.

Dear Sir,

This is to inform you that the Board of Directors of the Company has passed a circular resolutions today i.e October 25, 2019 for the following purposes which you may please note;

1. Variation in the object clause of the prospectus dated September 14, 2019 for the utilization of issue proceeds subject to the approval of the Members of the Company by way of Special Resolution through Postal Ballot.
2. Approved Notice of the Postal Ballot for the aforesaid object.
3. Fixed the Cutoff date for issuing the notice of postal ballot to all the Members of the Company i.e October 25, 2019.
4. Appointment of Scrutinizer i.e Sunil Agrawal & Co. to scrutinize the e-voting process in the postal ballot process for the aforesaid object.
5. Availed E-voting facility from the National Depository Services Ltd (NSDL).
6. Appointment of the Merchant Banker if required to determine the exit offer price for the shareholder who dissent on the said proposed resolution.

The Company has made its best efforts to utilize the IPO proceeds as per the terms of the issue, however Rs. 400 Lakhs is still unutilized as on October 25, 2019 which is kept as deposit in the Bank. The Company believes that this unutilized issue proceeds of Rs. 4 Crores earmarked for the purpose of "Acquisition and other strategic initiatives" if used for working capital requirement then it will be beneficial for the Company to maintain the adequate liquidity and will improve its cash flow in the near future.



Therefore the Company will seek the approval of the Members of the Company by way of Special Resolution through postal ballot. The notice of the Postal ballot along with the necessary explanatory statement as per section 102 of the Companies Act, 2013 and other necessary documents in this regard will be send to all the members of the Company and the stock exchange in due course.

This is for your information and record.

Thanking you,

Yours faithfully,
For Aarvi Encon Limited



Jay H. Shah
Company Secretary and Compliance Officer
Membership No. A45556

TIMELINE FOR THE POSTAL BALLOT PROCESS FOR THE VARIATION IN OBJECT CLAUSE OF THE PROSPECTUS DATED SEPTEMBER 14, 2017 FOR UTILIZATION OF THE ISSUE PROCEEDS.

S.NO.	ITEMS	DATE
1	Circular Resolutions passed by the Board of Directors of the Company for variation in the object clause of the prospectus dated September 14, 2017	25.10.2019
2	Authorizing Company Secretary for issue of Notice of Postal Ballot for the said object.	25.10.2019
3	Appointment of Scrutinizer to scrutinize the evoting process in regards to the said object.	25.10.2019
4	Appointment of Merchant Banker, if required for determining exist offer price for shareholder who dissents on the proposed resolution.	25.10.2019
5	Cut- off date for e-voting and postal ballot	25.10.2019
6	Printing and dispatch of Notice to shareholders	29.10.2019
7	Sending of Notice of Postal Ballot to NSE	29.10.2019
8	Uploading of notice of postal ballot at Company Website	29.10.2019
9	Advertisement in Newspaper	30.10.2019
10	E-Voting commencement date & time	30.10.2019
11	E-Voting ending date and time and Last date of receiving Postal Ballot forms by Scrutinizer	28.11.2019
12	Report by Scrutinizer to Company	30.11.2019
13	Declaration of Result	30.11.2019
14	Uploading of result of Postal Ballot on the website of Stock Exchange & on Company's Website	30.11.2019
15	Filing of MGT 14 with ROC	29.12.2019

SUNIL AGARWAL & CO.

COMPANMY SECRETARIES

9920715299

Email: sunilcs_mumbai@rediffmail.com, agarwalcs_mumbai@yahoo.co.in,

website: www.cssunilagarwal.in

PROFILE

- Sunil Agarwal & Co. established in February, 2000 by the proprietor Sunil Kumar Agrawal a Fellow Member of the Institute of the Company secretaries of India qualified in the year 1995 having office at office No. 150-151, Ostwal Ornate, Building No. 2, 'B' Wing, Opp. Jain Temple, Bhayander(East), Thane-401105 and having network association at Delhi, Kolkatta, Chennai, Bangalore, Pune.
- The main Philosophy behind establishment is to provide high quality of professional services to the clients with commitment to the highest standard of ethics and integrity.
- Professional services rendered by the Company shall add value to the clients in their decision making process and in the improvement of their operations.
- The mission of the Company is to be a Professional Service Firm, Providing Cost Effective Business Solutions through a community of high caliber & ethical individuals with utmost accuracy & perfection.
- Client-Focused: Our success depends essentially upon providing our clients with creative solutions to achieve their goals. We build client relationships based on trust, respect and mutual understanding
- For achieving this mission the proprietor is devoted to fulfill its commitment to the clients.
- Build on strong values and commitment to client services; the Company is steadily growing in a highly competitive environment.
- PROPRIETOR OF THE FIRM IS AT PRESENT MEMBER OF THE BHAYANDER CHAPTER OF WIRC OF ICSI. PREVIOUS TO THIS I WAS CHAIRMAAN OF THE CHAPTER IN 2014

***SERVICES PROVIDED BY FIRM**

1. <u>ADVISORY</u> a. Company Law b. Limited Liability Partnership Act. c. Section 25 Companies d. Joint Stock Companies(PartIX Companies)	2. <u>BUSINESS SETUP SERVICES</u> a. Company Formation b. LLP Formation c. Branch Office /Liaison Office d. Section 25 Company (Nonprofit organization) e. Joint Ventures f. Wholly Owned Subsidiaries
3. <u>DRAFTING</u> a. Drafting of Memorandum,	4. <u>SEBI & LISTING</u> a. Listing of securities

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<p>Articles, operating agreements and constitutional documents.</p> <p>b. Drafting of LLP Agreement</p> <p>c. Drafting of Share Purchase Agreement</p> <p>d. Drafting of JV Agreements</p>	<p>b. Delisting</p> <p>c. Audits and certifications</p> <p>d. Corporate Governance certification</p> <p>e. SEBI Compliances</p>
<p><u>5. RESTRUCTURING</u></p> <p>a. Mergers/ Amalgamations</p> <p>b. Reduction in capital</p> <p>c. Takeovers</p> <p>d. Share holder arrangements</p> <p>e. Buy Back of Shares</p>	<p><u>6. CERTIFICATION & COMPLIANCES</u></p> <p>a. Certifications under the Companies Act.</p> <p>b. Certifications under FEMA.</p> <p>c. Certification under LLP Act</p> <p>d. Audits under the Corporate Laws</p> <p>e. Certification under Listing Agreement</p> <p>f. Certifications under other acts</p>
<p><u>7. VERIFICATION & SEARCHES</u></p> <p>a. Search Reports of Companies</p> <p>b. Inspection and investigation</p> <p>c. Legal due diligences</p>	<p><u>8. MCA SERVICES</u></p> <p>a. Director identification number</p> <p>b. Designated Partner Identification Number (under LLP)</p> <p>c. Digital Signature</p> <p>d. Setting up of MCA enabled office</p>
<p><u>9. CLOSURE</u></p> <p>a. Winding up</p> <p>b. Closure of company under section 560 of the Companies Act.</p>	<p><u>10. RECORD MAINTAINANCE ASSISTANCE & OTHER SERVICES</u></p> <p>a. Records under the Companies Act</p> <p>b. Printing of MOA & AOA</p> <p>c. Printing of Share Certificates</p> <p>d. Common Seal of Companies</p> <p>e. Registration under various local Bodies</p>

***ASSIGNMENTS HANDELED BY FIRM**

<p><u>COMPANIES ACT</u></p> <p>a. Consultation on Legal and Secretarial matters</p> <p>b. Submission of status/search reports/ opinions to Companies, banks and</p>	<p><u>SEBI /LISTING AGREEMENT</u></p> <p>a. Certificate regarding dispatch of certificate after transfer etc. under clause 40(9) of the LODR</p>
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- financial institutions
- c. Conducting Due Diligence Audits for the companies on behalf of banks and financial institutions.
- d. Advising on legal and procedural matters under the Act.
- e. Acting as Secretarial Auditor, Advisor or Consultant.
- f. Drafting of various petitions to be filed with the Company Law Board
- g. Appearing before the Company Law Board, Central Government, Regional Director and Registrar of Companies.
- h. Acting as Scrutinizer for postal ballots voting process conducted pursuant to Section 192A of the Companies Act, 1956
- i. Advising banks and financial institution on loan documentations, preparation of internal manual for process of registration of charges under the Act.
- j. Secretarial Audits.
- k. Issuing Compliance Certificate to companies not required to employ a whole-time secretary and having paid-up share capital of Rs. 10 lakhs or more.
- l. Certification of statement of amounts credited to Investor Education and Protection Fund.
- m. Annual return certification.
- n. Certification of forms and returns
- o. Certificate regarding compliance with Private Limited Company and Unlisted Public Limited Company (Buy-back of Securities) Rules, 1999 including those relating to extinguishment and destruction of certificates.
- p. Certificate on appointment of Managing Director/ Whole-time Director/ Manager under Schedule XIII.
- q. Obtaining Permissions for Extension of Financial Year/ date of holding Annual General Meeting from Registrar of Companies.
- r. Liasoning with Registrar of Companies, Regional Director, Company Law Board, Department of Company Affairs for obtaining various permissions, approvals, sanctions under the Act.
- s. Incorporation / registration of Companies.
- t. Change of Name/ Conversion/ Re-conversion/ alteration of object clauses/ shifting of registered offices of

- b. Certification pursuant to SEBI Circular D & CC/FITTC/Cir-16/2002 for reconciliation of the Paid Up Capital of the company.
- c. Signing of annual return of listed companies
- d. Conducting Audit under listing agreement and Securities Exchange Board of India rules and regulations.
- e. Listing of securities
- f. De listing of securities
- g. Due Diligence of various compliances as per the Listing Agreement with the Stock Exchanges.

FEMA

- a. Advising and liasoning for obtaining RBI approval for transfer of shares from resident to non resident and vice versa
- b. Various Certificates for exchange control purposes under FEMA.
- c. Issue of shares to Non Residents/ Foreign Body Corporate
- d. NBFC compliances.

MCA SERVICES

- e. Advising Companies on preparation and setting up of office under MCA21
- f. Advising on and facilitating for obtaining Director Identification Number and Registration on the portal.
- g. Certification of eforms
- h. Processing of Documents and Returns under MCA21.
- i. Facilitating for obtaining Digital Signature.

OTHER LAWS

- a. Obtaining PAN & TAN number from Income Tax Department
- b. Professional Tax Registration of Company & Directors
- c. Shop Act Registration under Local laws.
- d. Formation/ Registration of 100% Export Oriented Undertaking
- e. Obtaining Import Export Code Number

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<p>Companies.</p> <p>u. Drafting of Memorandum of Association, Articles of Association, Joint Venture Agreements, deeds etc</p> <p>v. Incorporation of Section 8 companies</p> <p>w. Winding up</p> <p>x. Amalgamation/ mergers/ takeovers/ restricting - drafting of schemes and obtaining approvals and compliances</p> <p>y. Incorporation of LLP (Limited Liability Partnership)</p> <p>z. Conversion of existing entity into Company.</p> <p>aa. We also provide the services of Consultancy on Regular basis and act as Secretarial Consultant on Retainer basis to the Corporate in India and abroad.</p> <p>bb. Issues related to Managerial appointments/remuneration.</p>	<p>f. Issuing various certificates under the Export-Import Policy and Procedures.</p> <p>g. Trademarks Registration.</p>
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CLIENTAL BASE

• **ON RETAINER SHIP BASIS FOR DAY TO DAY AFFAIRS;**

1. Saraf Chemicals Private Ltd. (One of the leading Manufacturing Company in Textiles Chemicals, Dye Chemicals) & other group companies.
2. Portfolio Financial Services Ltd. (One of the leading Mutual Fund Distributor & corporate finance arranger)& other Group Companies.
3. Sigla finlease Pvt. Ltd.
4. Silpa Offset printing Pvt. Ltd.(Offset printing house)
5. JSW Steel Limited (all out sourced work on consultancy basis)
6. JSW HOLDINGS LIMITED(all out sourced work on consultancy basis)
7. KKB Developers Limited& group companies(Builders & Developers)
8. JET FREIGHT LOGISTICS LIMITED(India's leading Logistics company) entering in to SME Listing Platform.
9. Aarvi Encon Limited(NSE EMERGE LISTED COMPANY)
10. Syselec Technologies private limited(leading measuring equipment manufacturing company)
11. PEE VEE Textiles Limited (leading yarn Manufacturing company)
12. Vatsa group of companies
13. A&O realty private Limited and Group Companies
14. Several other companies for which secretarial work carried out by the company

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- **SECRETARIAL AUDIT**

- Secretarial Auditor for the following companies;
 1. JSW HOLDINGS LIMITED
 2. JSW STEEL PROCESSING CENTRE LIMITED
 3. JSW JHARKHAND STEEL LIMITED
 4. TARA JEWELS LIMITED
 5. JSW INFRASTRUCTURE LIMITED
 6. JSW JAIGARH PORT LIMITED
 7. SOUTH WEST PORT LIMITED
 8. PEE VEE TEXTILES LIMITED

I hope your esteemed organization will give the Company an opportunity to serve you better.

Thanking You

Place: Mumbai

for SUNIL AGRAWAL & CO.
Company secretaries

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SUNIL KUMAR AGRAWAL
PROPRIETOR
FCS No.. 8706
C.P NO.3286