

NOTICE OF 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY

Notice is hereby given that Thirty Third Annual General Meeting (Fourth AGM post IPO of the Company) of the members of Aarvi Encon Limited will be held on Thursday, July 29, 2021, via video conference ("VC") / other Audio-Visual means ("OAVM") at 11:00 A.M., to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at B1-603, Marathon Innova, Marathon NextGen, Lower Parel (W), Mumbai – 400013.

ORDINARY BUSINESS:

1. To consider and adopt the:
 - (a) Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon; and
 - (b) Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2021 and the report of Auditors thereon.
2. To Appoint a Director in place of Mr. Virendra D. Sanghavi (DIN: 00759176), Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare dividend of Re. 1.5/- per equity share for the Financial Year ended March 31, 2021.

SPECIAL BUSINESS:

4. **RE-APPOINTMENT OF DR. PADMA V. DEVARAJAN (DIN: 08064987) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 along with applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Reappointment of Dr. Padma V. Devarajan (DIN: 08064987), who was appointed as an Independent Director of the

Company and holds office upto January 31, 2021 being eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature as a Director, be and is hereby re-appointed as an Independent Director of the company to hold office for a second term of 5 consecutive years from years commencing from February 01, 2021 to January 31, 2026 and whose office shall not be liable to retire by rotation.”

5. **TO APPROVE REMUNERATION OF MR. JAYDEV V. SANGHAVI (DIN: 00759042), EXECUTIVE DIRECTOR & CFO OF THE COMPANY FOR THE FINANCIAL YEAR (FY) 2020-21 AND 2021-22.**

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 17(6) (e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded to approve the remuneration of Mr. Jaydev V. Sanghavi (DIN: 00759042) for the Financial Year (FY) 2020-21 and 2021-22 as stated in the statement annexed to the notice.

RESOLVED FURTHER THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act, in the event of loss or inadequacy of profit for any financial year during the remaining tenure of Mr. Jaydev V. Sanghavi as Executive Director, the maximum remuneration payable to him in terms of the provisions of Schedule V to the Companies Act, 2013 shall not exceed Rs. 1,68,00,000/- (Rupees One Crore Sixty Eight Lakhs Only) per year.

RESOLVED FURTHER THAT Mr. Jaydev V. Sanghavi shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and

lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board) be and are hereby authorized to vary and/or modify the remuneration which shall be within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

6. **TO APPROVE REMUNERATION PAYABLE TO EXECUTIVE DIRECTORS UNDER REG. 17 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

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

"RESOLVED THAT pursuant to Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Consent of the members of the

Company be and is hereby accorded, for continuation of payment of remuneration exceeding 5% of the net profits of the Company as per the provisions of Section 198 and other applicable provisions of the Companies Act, 2013, for the financial year 2020 - 2021 and 2021 - 2022 to Mr. Virendra Sanghavi, (Chairman and Managing Director) and Mr. Jaydev Sanghavi (Executive Director and; CFO) of the Company.

"RESOLVED FURTHER THAT any Director(s) or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

By Order of the Board of Directors

Sd/-

Leela S. Bisht

Company Secretary & Compliance Officer

Date: June 3, 2021

Place: Mumbai

Registered Office:

603, B1 Wing, Marathon Innova,
Marathon Nextgen Complex,
Lower Parel (West), Mumbai – 400 013.

CIN: L29290MH1987PLC045499

Tel: 022-4049 9999

Email: info@aarviencon.com

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, MCA vide its circular dated January 13, 2021 has extended the timeline of the aforesaid circulars to allow companies whose AGM were due to be held in the year 2020 or become due in the year 2021, to conduct their AGM on or before December 31, 2021 in accordance with the aforesaid circulars. Therefore, in compliance with the provisions of the Act and MCA circulars, **SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015** the AGM of the Company is being held through VC / OAVM i.e. without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the aforesaid MCA circulars and SEBI circular the notice of AGM along with Annual Report for the Financial year 2020 - 21 is being sent only through electronic mode to all the members whose email IDs are registered with the Company/ RTA / Depository Participant(s). Members may note that the Notice and Annual report for Financial year 2020-21 will also available on the company's website i.e. www.aarviencon.com and on the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and is also available on the website of NSDL (agency providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
3. All documents referred to in the accompanying Notice and the Statements, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act are available electronically for inspection by the members without any fee from the date of circulation of this Notice up to the date of AGM. Any member seeking inspection of such documents may write an email to cs@aarviencon.com.
4. The Members, desiring any information relating to the accounts, are requested to write to the Company at an early date so as to enable the management to keep the information ready.
5. Members who hold shares physically and who have not registered / updated their email address with the Company are requested to register/ update the same by sending an email with a copy of self-attested PAN, and self-attested copy of any document such as Aadhaar Card, Passport, Driving License, Election identity Card, etc. in support of the registered address of the member and folio number at cs@aarviencon.com. Members holding shares in dematerialized mode are requested to notify immediately in case of any change in their email addresses and other communication details to the depository participant to send you the quarterly reports and other communications via email.
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company scanned copies of the Board Resolution/ Letter of Authorisation / Power of Attorney pursuant to section 113 of the Companies Act 2013 together with their specimen signature authorizing their representative to attend and vote at this AGM through VC / OAVM and vote on their behalf at the meeting or through remote e-voting.
7. To prevent fraudulent transactions, the identity/ signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company members are advised to exercise due diligence and notify the Company of any change in address or demise of any member at the earliest. 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 under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standard – 2 issued by the Institute of the Company Secretaries of India (ICSI) in respect of the Directors seeking appointment/re-appointment/approval for remuneration at the Annual General Meeting is provided in “Annexure A” to the notice and forms integral part of the notice. The Directors have furnished the requisite declarations.
10. Non-resident Indian members are requested to inform the Company on cs@aarviencon.com 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.
11. 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.
12. 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 July 2, 2021.
13. Pursuant to provisions of the Companies Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company, however this AGM is being held pursuant to the MCA Circulars through VC / OAVM where physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence proxy form and attendance slip are not annexed to this notice.
14. The AGM will be held through Video Conference / Other Audio Visual Means (VC / OAVM), therefore the route map of the venue of the Meeting and attendance slip is not required to be annexed in this Notice.
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
16. The dividend on equity shares as recommended by the Board of Directors, if declared, at the AGM shall be paid to the members whose names are registered in the Register of Members / Beneficial owners as on July 17, 2021. Members may please note for shares held in electronic form and / or physical form, complete the bank details as registered with the depository participants / Company as the same shall be used for the payment of dividend. Members are hereby requested to register / update (in case of any change) complete bank account details with the depository participants for shares in dematerialized mode by submitting requisite documents.
17. As per SEBI Circular dated 20 April 2018, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, the dividend, if declared will be paid through electronic mode, where the bank account details of the shareholders required for this purpose are available. Where dividend payments are made through electronic mode, intimation regarding such remittance will be sent separately to the shareholders.
18. To ensure timely credit of dividend through electronic mode or physical instrument such as banker's cheque or demand draft, members are requested to notify change of address or particulars of their bank account, if any, to share transfer agent investor@bigshareonline.com and to their respective depository participants.
19. Dividend as recommended by the Board of Directors, if declared at the AGM, shall be dispatched / remitted commencing from the day after the AGM i.e. July 29, 2021. In case the Company is unable to pay the dividend to any shareholder through electronic mode due to non-availability of bank account details, the Company shall upon normalization of the postal services, dispatch the dividend warrant / cheque to such shareholder by post.
20. Members are requested to note that dividend which has been declared but not paid and / or not claimed within thirty days from declaration shall be transferred to “Unpaid Dividend Account” of the Company within seven days from expiry of said thirty days in accordance with section 124 of the Act. Further, dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF).
21. 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.

22. As mandated by SEBI, effective from April 1, 2019 securities of listed companies shall be transferred only in dematerialized form. In order to facilitate transfer of share(s) in view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize share(s) held by them in physical form.
23. Members who wish to claim dividend, which remain unclaimed, are requested to correspond with the Registrar and Share Transfer Agent of the Company viz. M/s. Bigshare Services Private Limited, at their registered address or email id: Vinayak@bigshareonline.com; investor@bigshareonline.com.

The details of the un-encashed /unclaimed above-mentioned Dividend are as under:

Dividend for the Financial Year	Unclaimed / Un-encashed Dividend as on March 31, 2021 (in Rs.)	Due date of transfer to Investor Education and Protection Fund
2017-18	10,000/-	August 31, 2025
2018-19	24,000/-	August 06, 2026
2019-20	11,700/-	September 22, 2027

24. 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.

Instructions for joining the AGM through VC/OAVM:

25. The Company has obtained services from National Security Depository Limited (NSDL) for conducting e-AGM and providing e-voting facility including remote e-voting facility. Facility of e-voting at the AGM is a two way teleconferencing or WebEx for ease of participation.
26. Members who seeks technical assistance with using of technology before or during the meeting may

contact NSDL e-voting helpdesk. Kindly quote your folio no. / DP ID-client ID and e-voting 'event number in all your communications.

27. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
28. The facility of joining the AGM through VC / OAVM shall be kept open for at least 15 minutes before the time schedule of the meeting and shall not be closed till expiry of 15 minutes after such schedule time by following the procedure mentioned in the Notice.
29. Members who would like to express their views/ ask questions during the Meeting may register themselves as a speaker by sending their request in advance atleast 3 (three) days prior to Meeting i.e. on or before Monday, 26th July, 2021 mentioning their name, demat account number/folio number, email id, mobile number at cs@aarviencon.com. The Members who do not wish to speak during the AGM but have queries may send their queries in advance atleast 5 (five) days prior to Meeting i.e. on or before Saturday, 24th July, 2021 mentioning their name, demat account number/folio number, email id, mobile number at cs@aarviencon.com. These queries will be replied to by the Company suitably by email. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the Meeting. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.

Instructions for Remote e-voting and e-voting at the AGM:

30. In accordance with the provisions of Section 108 and other applicable provisions of the Companies Act 2013, if any, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI Listing Regulations, the Company is offering remote e-voting facility to all the members of the Company and business may be transacted through such remote e-voting. Members can cast their votes online from 10:00 A.M (IST) on July 26, 2021 to 05:00 P.M (IST) on July 28, 2021.
31. After the said time, the remote e-voting facility shall be disabled by NSDL and the Members will not be able to cast their vote electronically beyond the date and time mentioned above.

32. A person, whose name is recorded in Register of Members or in Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut – off date which is July 23, 2021 shall be entitled to avail the facility of remote e-voting/ e-voting at the AGM. Once the Members have cast their vote through remote e-voting, he/she shall not be allowed to change it subsequently or cast vote again.
33. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in (email id of NSDL). Any person who is not a member as on the cut-off date shall treat this notice for information purpose only.
34. In case of joint shareholders, the members whose name appears as the first holder as per the Register of members of the company shall be entitled to vote at the AGM.
35. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
36. Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
37. Facility of voting through electronic voting system would also be available at the AGM and members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting and are otherwise not barred from doing so, shall be allowed to vote through e-voting system in the meeting.
38. In accordance with the MCA and SEBI circulars, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith),

such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

39. The Board of Directors has appointed Bhatt & Associates Company Secretaries LLP, Practising Company Secretaries, to act as the Scrutinizer for conducting the remote e-voting and electronic voting process at the AGM in a fair and transparent manner.
40. Procedure and instructions of remote e-voting are detailed below:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on July 26, 2021 at 10:00 A.M. and ends on July 28, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 23, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 23, 2021.

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

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

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility up on logging in, you will be able to see e-Voting option. Click on e-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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 - Now you are ready for e-Voting as the Voting page opens.
 - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aashish@aashishbhatt.in with a copy marked to evoting@nsdl.co.in.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option

available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to (cs@aarviencon.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to (cs@aarviencon.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at (cs@aarviencon.com). The same will be replied by the company suitably.
41. In case of any queries or issues regarding e-voting, you may contact to NSDL e-voting helpdesk for any

grievances connected to e-voting before or during the AGM.

42. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. July 23, 2021 may obtain their User ID and Password from NSDL helpdesk provided above and vote electronically by following the aforementioned procedure. Any person who is not a member as on the cutoff date shall treat this notice for information purpose only.
43. The Scrutinizer will after the conclusion of the e-voting at the AGM, scrutinize the votes cast at the AGM and votes cast through remote e-voting and prepare a consolidated report. The resolutions shall be deemed to be passed on the date of meeting i.e.

July 29, 2021, subject to the receipt of the requisite number of votes.

44. The Scrutinizer shall submit his consolidated report to the Chairman or any person authorized by him. The results shall be announced within 48 hours from the conclusion for the AGM. The results of AGM along with the consolidated scrutinizer's report shall be submitted to the stock exchange where its shares are listed at www.nseindia.com and uploaded on the website of the Company at <https://www.aarviencon.com/home/announcements>.

For and on behalf of

Aarvi Encon Limited

Sd/-

Leela Bisht

Company Secretary and Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.
ITEM NO. 4
RE- APPOINTMENT OF DR. PADMA V. DEVARAJAN (DIN: 08064987) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Dr. Padma V. Devarajan (DIN: 08064987) is an existing Director on the Board of the Company who was appointed as an Independent Director of the Company for a term of 3 years with effect from February 01, 2018 till January 31, 2021. The Board of Directors of the Company, and Nomination and Remuneration Committee on basis of the report of performance evaluation has recommended re-appointment of Dr. Padma V. Devarajan for a second term of 5 consecutive years, on the board of the company.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149 (11) provides that an independent director may hold office for up to two consecutive terms.

Based on the background, experience and contributions made during her tenure, re-appointing her for second term would be beneficial to the Company, accordingly the Nomination and Remuneration Committee and the Board of Directors of the Company have recommended her re-appointment as an Independent Director for a second term of 5 consecutive years commencing from February 01, 2021 to January 31, 2026.

She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received declaration from her confirming that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In opinion of the Board, she fulfills the conditions for reappointment as Independent Director.

The Board is of further opinion that she is independent director and possesses appropriate skills, experience and knowledge that will enable her to discharge his duties, roles and function as an Independent Director.

The Company has received notice from a member under Section 160 of the Act proposing her re-appointment as Director.

This notice may be treated as information to the members about her candidature to the office of Directorship of the Company under section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualifications

of Directors) Rules, 2014 and disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The notice and terms and conditions of re-appointment of Dr. Padma V. Devarajan along with other relevant documents mentioned herein above, would be available for inspection by the shareholders at the Registered Office of the Company between 10.00 a.m. and 1.00 p.m. on all working days from the date hereof up to the date of the AGM.

Accordingly, it is proposed to approve the reappointment of Dr. Padma V. Devarajan as a Non-Executive Independent Director for a period of five years commencing from February 1, 2021 and ending on January 31, 2026, not liable to retire by rotation. As per the provisions of the Companies Act, 2013, the reappointment of an independent director of the Company requires approval of the members by special resolution.

A Brief profile and Information Pertaining to Director seeking re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are given in **Annexure-A** in this Notice.

Except Dr. Padma V. Devarajan, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 4.

ITEM NO. 5
APPROVAL FOR REMUNERATION OF MR. JAYDEV V. SANGHAVI (DIN: 00759042), EXECUTIVE DIRECTOR & CFO OF THE COMPANY FOR THE FY 2020-21 AND 2021-22.

Mr. Jaydev V. Sanghavi, Promoter Director of Aarvi Encon is serving the Company as Executive Director & CFO.

Mr. Jaydev V. Sanghavi on recommendation of Nomination and Remuneration Committee was re-appointed by the Board as Executive Director of the Company for 5 years w.e.f. July 17, 2017 on the terms, conditions and remuneration as specified in agreement dated July 24, 2017 executed between the Company and Mr. Jaydev V. Sanghavi.

As per provisions of the Schedule V of Companies Act, 2013, the remuneration of the managerial personnel shall be fixed for not more than 3 years. Hence, the approval for remuneration of Mr. Jaydev V. Sanghavi, Executive Director has been taken on July 17, 2017 for three years only.

The approval for the remuneration of the remaining two years is required to be taken to comply with requirements of the provision of the Schedule V of the Companies Act, 2013 ("the Act").

The Board on recommendation of Nomination and Remuneration Committee subject to the approval of members has approved the remuneration for next two years i.e. financial year 2020-21 and 2021-22. The remuneration shall be same as paid to him in the financial year 2019-20.

In lieu of above, the Company is seeking the approval of the members for confirming the same remuneration as paid in the FY 2019-20 for the next Financial Years i.e. FY 2020-21 and 2021-22. There is no change in the remuneration of Mr. Jaydev V. Sanghavi, Executive Director of the Company for the next two years.

The terms and conditions of the payment in the remuneration as stated in the resolution of the notice in respect of Mr. Jaydev V. Sanghavi may be treated as an abstract under Section 190 of the Companies Act, 2013

A Brief profile and Information Pertaining to Director w.r.t. fixation of remuneration of directors including Executive Director as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are given in **Annexure-A** in this Notice.

Statement required pursuant to the provisions of Schedule V of the Companies Act, 2013:

I. General Information:

1. Nature of industry

The Company is one of the leading technical manpower outsourcing company providing engineers, designers, on secondment / deputation to companies, dedicated to the Energy Sector, Oil & Gas, Power, LNG, PNG, refinery, Petrochemical, Pipeline, Wind power, Solar Power, Offshore, E&P, Infrastructure, Ports & Terminals, Telecom, Fertilizers, Cement, Automobile, Metro & Mono Rail, Railway, Metals and Minerals, Information Technology Sectors.

2. Date or expected date of commencement of commercial production: December 03, 1987

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable.

4. Consolidated financial performance based on given indicators

Rupees in Crore

Particulars	March 31, 2021	March 31, 2020	March 31, 2019	March 31, 2018
Gross Sales & Other Operating Income	204.08	218.64	207.25	175.01
Profit Before Tax	10.30	6.95	10.12	9.54
Profit After Tax	10.46	7.17	8.63	7.77
Paid up Equity Capital (in Numbers)	1,47,84,000	1,47,84,000	1,47,84,000	1,47,84,000
Reserves & Surplus	70.29	61.54	55.40	47.36

5. Foreign investments or collaborations, if any: Not Applicable

II. Information about the appointee:

1. Job profile and his suitability

Mr. Jaydev Sanghavi, a Chemical Engineering Graduate from Mumbai University joined Aarvi Encon Pvt. Ltd. 30 years ago. Since then he is handling various assignments as a Business Development Manager, Operations Manager and now Executive Director. He is played a crucial role in developing strategic Business Tie-ups and delivering several large & complex projects successfully. His role in the Company as Director of the Company is most suitable considering his present role in the Company's day to day management.

2. Remuneration proposed

Mentioned in the table providing disclosures as per Secretarial standards -2 by ICSI

3. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration proposed to be paid to Mr. Jaydev Sanghavi is commensurate with the size of the Company, nature of its operations and is in line with the industry standards.

4. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

There exists no pecuniary relationship of Mr. Jaydev Sanghavi directly or indirectly with the Company or relationship with the Managerial Personnel in terms of the Companies Act, 2013 except to the extent of remuneration paid to him.

III. Other information:

1. Reasons of loss or inadequate profits

At present, the performance of the Company is satisfactory as compared to the industry norms. However, in the event of any unforeseen

circumstances and conditions beyond its control, the profitability of the Company may be affected.

2. Steps taken or proposed to be taken for improvement
The Company is continuously looking at the new business opportunities to grow.
3. Expected increase in productivity and profits in measurable terms.

It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.

Except Mr. Jaydev V. Sanghavi, Mr. Virendra D. Sanghavi and their relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in Item no. 5.

The Board of Directors, hence, recommends the resolution at Item No. 5 of the Notice for the approval of the members by way of Special Resolution

ITEM NO. 6:

APPROVAL OF REMUNERATION PAYABLE TO DIRECTOR UNDER REG. 17 OF SEBI (LODR) REG, 2015.

In accordance with the provision of Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter Group, shall be subject to the approval of the shareholders by special resolution if:

- a) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- b) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

At present, on Board of Directors of the Company, there are two Executive Directors i.e. Mr. Virendra D. Sanghavi, Managing Director and Mr. Jaydev V. Sanghavi, Executive Director, both belonging to the Promoter and Promoter Group.

The shareholders have approved remuneration payable to Mr. Virendra D. Sanghavi, Managing Director on September 22, 2020 for the Financial Year 2020-21 and 2021-22 within the limits as prescribed at that time as per Companies Act, 2013.

Approval of shareholders for remuneration payable to Mr. Jaydev V. Sanghavi for the Financial Year 2020-21 and 2021-22 within the limits as prescribed at that time as per Companies Act, 2013 will be taken at ensuing Annual General Meeting.

Aforesaid limits as per Companies Act, 2013 is in excess of prescribed threshold limits of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. This necessitates seeking fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of re-appointment of Executive Directors including remuneration payable to them till the expiry of their respective term in order to comply with the Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the company has approved the above proposal at their meeting held June 3, 2021.

A Brief profile and Information Pertaining to remuneration of Managing Director and Executive Director Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are given in **Annexure-A** in this Notice

Except Mr. Jaydev V. Sanghavi, Mr. Virendra D. Sanghavi and their relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution, financially or otherwise, as set out in Item No. 6.

The Board recommends the resolution at Item No. 6 of the Notice for the approval of the members by way of Special Resolution.

**By Order of the Board of Directors
AARVI ENCON LIMITED**

Sd/-

Leela S. Bisht

Company Secretary & Compliance Officer

Date: 3rd June, 2021

Place: Mumbai

Registered Office:

603, B1 Wing, Marathon Innova,

Marathon Nextgen Complex,

Lower Parel (West), Mumbai – 400 013.

CIN: L29290MH1987PLC045499

Tel: 022-4049 9999

Email: info@aarvienon.com; cs@aarviencon.com

Website: www.aarviencon.com

ANNEXURE A

Details of Director seeking appointment / re-appointment/ fixation of remuneration at the 33RD Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & SS-2]

Name of the Director	Mr. Virendra D. Sanghavi	Mr. Jaydev V. Sanghavi	Dr. Padma V. Devarajan
DIN	00759176	00759042	08064987
Age	79 years	50 years	61 years
Date of Birth	29/09/1942	17/05/1971	09/04/1960
Nationality	Indian	Indian	Indian
Qualifications	Chemical Engineering Graduate from UDCT (Now Institute of Chemical Technology)	Chemical Engineering Graduate from Mumbai University.	Ph.D (Tech)
Experience including expertise in specific functional areas / Brief Resume	<p>He is a Chemical Engineering Graduate from UDCT (Now Institute of Chemical Technology) & More than 48 years experience and excellent track record in design, development, construction and operation of process plants in India and Internationally.</p> <p>Previously working with various Engineering, Lubricant, Petrochemical, and Pharmaceutical companies such as Merck Sharp & Dohme India Ltd.</p> <p>Mr. Sanghavi recently was recognized in the list of India's Top 100 Great People Managers by the Great Manager Institute in association with the Forbes India.</p>	<p>He is a Chemical Engineering Graduate from Mumbai University joined Aarvi Encon Pvt. Ltd. In 1992. Since then he has handled various assignments as a Project Coordinator, Business Development Manager, General Manager (Operations) and now Executive Director. He has played a crucial role in developing strategic Business Tie-ups and delivering several large & complex projects successfully.</p> <p>In 1996 he identified a niche Business Opportunity in the project consulting of HR and thus came about a Manpower Supply division which he heads today. He is biggest contributor in establishing & expanding Manpower Division. He has been instrumental in growth of Aarvi Encon. Under his leadership the company has become largest Technical Staffing company in India with offices at major location in India. He is instrumental in setting up offices in Qatar, UAE, Saudi Arabia.</p> <p>He has more than 25 years of experience in Sales, Marketing, Operations and Finance.</p>	<p>She is a Professor in Pharmacy and former Head, Department of Pharmaceutical Sciences and Technology at the Institute of Chemical Technology (ICT), Mumbai.</p> <p>She is consultant to the Pharmaceutical and Allied Industry both national and international, and also on the Advisory board of Pharmaceutical Companies.</p> <p>She has served as Board Member, Member on the Board of Scientific Advisors, and Chair of the Young Scientist Mentor Protégé Subcommittee of the Controlled Release Society Inc., USA and Chair- Outstanding Paper Award Committee, Drug Development and Translational research. Mention experience in years as well.</p>
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the Board Resolution dated July 17, 2017 and Members Resolution dated July 24, 2017.	As per the Board Resolution dated July 17, 2017 and Members Resolution dated July 24, 2017.	Terms of appointment are as per the provisions of the Companies Act, 2013. Sitting Fees for attending Board and Committee Meetings are paid as per provisions of the Companies Act, 2013.
Remuneration last drawn	1.68 Cr. P.A. (Rupees One Crore Sixty Eight Lakhs Only)	1.68 Cr. P.A. (Rupees One Crore Sixty Eight Lakhs Only)	

date of first appointment on the Board	December 03, 1987	November 09, 2005	February 01, 2018
Shareholding in the company	75,95,000 shares (51.37 %)	21,82,500 (14.76%)	Nil
relationship with other Directors, Manager and other Key Managerial Personnel of the company	He is the father of Mr. Jaydev V. Sanghavi, Executive Director of the Company. Except Mr. Jaydev V. Sanghavi, he is not related to any other director and/or KMP of the company.	He is the son of Mr. Virendra D. Sanghavi, Managing Director of the Company. Except Mr. Virendra D. Sanghavi, he is not related to any other director and/or KMP of the company.	Does not hold any relationship with other Board of Directors and Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the year	There were total 4 (four) board meetings held during the year. He has attended all the board during the FY 2020-21.	There were total 4 (four) board meetings held during the year. He has attended all the board during the FY 2020-21.	There were total 4 (four) board meetings held during the year. She has attended all the board during the FY 2020-21.
Justification for re-appointment as Independent Directors	-	-	Independent of the management and possesses appropriate skills, experience and knowledge.
Other Directorships, Membership / Chairmanship of Committees of other Boards * * Directorships include directorships of other Indian Public Companies and Committee memberships include only Audit Committee and Stakeholders' Relationship Committee (whether listed or not)	He is a Director in the following Companies: 1. Aarvi Engineering & Consultants Pvt. Ltd.	He is a Director in the following Companies: 1. Process Plant And Machinery Association of India 2. Aarvi Engineering & Consultants Pvt. Ltd. 3. Beetle Ventures Private Limited 4. Energyjobz Services Private Limited	-

**For and on behalf of
Aarvi Encon Limited**

**Sd/-
LEELA S. BISHT
COMPANY SECRETARY AND COMPLIANCE OFFICER**