

20<sup>th</sup> November, 2020

To  
**BSE Limited**  
 Listing Dept. / Dept. of Corporate Services  
 Phiroze Jeejeebhoy Towers  
 Dalal Street  
 Mumbai - 400 001

**Security Code : 539301**  
**Security ID : ARVSMART**

To  
**National Stock Exchange of India Ltd.**  
 Listing Dept., Exchange Plaza, 5th Floor  
 Plot No. C/1, G. Block  
 Bandra-Kurla Complex  
 Bandra (E)  
 Mumbai - 400 051

**Symbol : ARVSMART**

Dear Sirs,

**Sub.: Postal Ballot Notice for approval of Related Party Transaction with Arvind Five Homes LLP.**

**Ref.: Regulation 30 read with Part A of the Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

With reference to the captioned subject, we are enclosing herewith the notice of postal ballot dated 30<sup>th</sup> October, 2020 seeking approval of members of the Company by way of an ordinary resolution for approval of Related Party Transaction with Arvind Five Homes LLP.

Further, the calendar of events in connection with the postal ballot is as under:

Sr. No.	Particulars	Schedule
1	Cut - off Date for identification of voting rights of the members	Friday, 13 <sup>th</sup> November, 2020
2	Date and time of commencement of remote e-voting	Wednesday, 25 <sup>th</sup> November, 2020 [09:00 a.m.]
3	Date and time of end of remote e-voting	Thursday, 24 <sup>th</sup> December, 2020 [05:00 p.m.]
4	Submission of report by the Scrutinizer	on or before Saturday, 26 <sup>th</sup> December, 2020
5	Date of declaration of results of voting	on or before Saturday, 26 <sup>th</sup> December, 2020

Kindly take this disclosure on record and disseminate.

Thanking you,

Yours faithfully,

  
**Prakash Makwana**  
**Company Secretary**



**ARVIND SMARTSPACES LIMITED**

(CIN: L45201GJ2008PLC055771)

Regd. Office: 24, Government Servant's Society, Near Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad - 380009

Phone: 079-68267000, Fax: 079-68267021 Email: [investor@arvindinfra.com](mailto:investor@arvindinfra.com), Website: [www.arvindsmartspace.com](http://www.arvindsmartspace.com)**POSTAL BALLOT NOTICE**

Dear Member(s),

**NOTICE** is hereby given, in accordance with Section 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") including any amendment thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 and General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020 ("General Circulars") issued by the Ministry of Corporate Affairs (the "MCA") for seeking the approval of the Members of Arvind SmartSpaces Limited (the "Company") by way of ordinary resolution for the business set out hereunder through Postal Ballot through remote e-voting ("Postal Ballot/ E-Voting").

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/E-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Moreover, in terms of the General Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

An Explanatory Statement pursuant to Section 102(2) of the Act setting out all material facts relating to the proposed resolutions is annexed hereto for your consideration.

The Board has, pursuant to Rule 22(5) of the Rules, appointed Mr. Hitesh Buch, proprietor of M/s Hitesh Buch & Associates, Practicing Company Secretaries, (COP No. 8195) as the Scrutinizer for conducting the voting process through Postal Ballot / E-Voting in accordance with the law and in a fair and transparent manner.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited ("NSDL") to provide e-voting facility for its Members. The procedure for e-voting is given in Point No. 7 below in the Notes. The E-Voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) from 09:00 AM on Wednesday, 25<sup>th</sup> November, 2020 up to 05:00 PM on Thursday, 24<sup>th</sup> December, 2020. E-Voting module will be blocked by NSDL at 05:00 PM on Thursday, 24<sup>th</sup> December, 2020 and voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Saturday, 26<sup>th</sup> December, 2020 by 05:00 PM and will be displayed on the notice board at the Registered Office of the Company for a period of 3 (Three) days and shall be communicated to BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed. The results of the Postal Ballot/E-Voting will also be displayed on the Company's website at [www.arvindsmartspace.com](http://www.arvindsmartspace.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

**Item No. 1****To approve the Related Party Transaction with Arvind Five Homes LLP:**

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the consent of the members of the Company be and is hereby accorded to the development agreements entered into between the Company and Arvind Five Homes LLP or any appropriate real estate development / service / joint venture agreements to be entered into with Arvind Five Homes LLP, a related party as per the provisions of the Act and Listing Regulations on arms-length basis and in the ordinary course of business."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements/undertakings as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

Registered Office  
24, Government Servant Society,  
Nr. Municipal Market, Off C G Road,  
Navrangpura, Ahmedabad-380009

By Order of the Board

Prakash Makwana  
Company Secretary

Date : 30<sup>th</sup> October, 2020  
Place: Ahmedabad

**NOTES:**

- The approval of shareholders of the Company is solicited by passing ordinary resolution through Postal Ballot/ E-Voting for businesses set out in Item No. 1 of this Notice. Notice of this Postal Ballot is being sent to all shareholders, whose names appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on Friday, 13<sup>th</sup> November, 2020 ("Cut-off Date"). Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.

2. Explanatory Statement setting out all material facts as required under Section 102 of the Act in respect of the aforesaid special business is appended.
3. Resolution, if approved, by the shareholders by means of Postal Ballot /E-Voting are deemed to have been passed at a General Meeting of the shareholders and the last date of the E-Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
4. In terms of the General Circulars, the Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company or Depository Participant(s) as on the Cut-off Date and is also available on the website of the Company at [www.arvindsmartspaces.com](http://www.arvindsmartspaces.com).
5. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as "ASL-Postal Ballot-Registration of e-mail Ids" to Registrar and Transfer Agent of the Company, i.e., Link Intime India Private Limited at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) or to the Company at [investor@arvindinfra.com](mailto:investor@arvindinfra.com) with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.
6. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
7. **Voting through Electronic Means:**

The Company is providing remote e-voting facility to its Members to cast their vote by electronic means through E-Voting Platform of NSDL at the link <https://www.evoting.nsdl.com/>.

The voting period begins at 09:00 AM on Wednesday, 25<sup>th</sup> November, 2020 and ends at 05:00 PM on Thursday, 24<sup>th</sup> December, 2020. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, 13<sup>th</sup> November, 2020 may cast their vote electronically.

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

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system**

**A. Details on Step 1 is mentioned below:**

**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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who 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. Your password details 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, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) .
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.

**B. Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pcs.buchassociates@gmail.com](mailto:pcs.buchassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 1**

The Company is in the business of real estate development and is constructing and developing state-of-the-art affordable and luxury residential, commercial and industrial spaces. The Company currently has a wholly owned subsidiary viz. Arvind Five Homes LLP ("Homes LLP") which is also in the same business of real estate development.

As a part of the business plan for Project - "High Grove", the Board of Directors of the Company at its meeting held on 11<sup>th</sup> September, 2020 had approved (1) related party transaction in the nature of transfer of Development Rights in respect of Non-agricultural land admeasuring about 285 bighas (approx. 6.5 lacs Square meters including proposed acquisition of land) situated at Village - Moti Devti, Taluka: Sanand, Dist.: Ahmedabad from Homes LLP to the Company for its Project - High Grove and (2) divestment of partnership interest of the Company up to and not exceeding 49% in Homes LLP in favour of Land Owners/ proposed Land Managing Partners.

The Company had executed the development agreements for transfer of development rights for its Project - High Grove on a revenue sharing basis with Homes LLP in relation to land parcels owned by Homes LLP as aforementioned when it was a wholly owned subsidiary of the Company and hence the approval of shareholders was not required.

The Company is in the process of diluting the ownership structure of Homes LLP whereby majority control will continue to remain with the Company, however minority interest in the Homes LLP shall be transferred to Land Owners/ proposed Land Partners who will contribute lands into the Homes LLP as a part of their capital contribution. Pursuant to change in ownership as above, the Company will continue with the current development agreement entered into by it with Homes LLP and therefore this approval is being taken as an abundant caution, as in due course, Homes LLP will cease to be a wholly owned subsidiary of the Company and the value of transaction, as elaborated below, may or may not reach the thresholds which require approval of shareholders of the Company as mentioned in Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Moreover, going forward, the Company may further execute appropriate real estate development/service/joint venture agreements for transfer/ assignment of developments rights on a revenue sharing basis/ or any other basis with Homes LLP in relation to Project - High Grove for lands which may be acquired by Homes LLP in future, the transaction value for which as well may or may not reach the thresholds which require approval of shareholders of the Company as mentioned in Regulation 23 of Listing Regulations. The Board in principle has approved such transactions and is also seeking the shareholder's consent to proceed with such transactions.

As per the current business model, the Company normally acquires land in its own name or in the name of wholly owned subsidiaries/ joint venture LLPs and the projects are generally executed directly by the Company or through the said subsidiaries or LLPs. In order to simplify the form of the existing business structure, leverage the expertise and the brand value and also to achieve the synergy of operations, and prevent dilution in the ownership of the Company and at the same time provide for ownership model for the land contributors, which the Company believes will make it more attractive for land owners to bring in their properties for joint development for administrative convenience etc., the Board has approved to restructure/reorganize the Project - High Grove by the mechanism set out above.

The development agreement entered into for lands already acquired by Homes LLP and development/service/joint venture agreements to be entered into in relation to lands which are yet to be acquired by Homes LLP will be long term contract(s) and transaction value of such agreements entered/to be entered for the transaction in relation to Project - High Grove for Homes LLP on an estimate basis, is likely to be as follows:

Sr. No.	Year	Value
1	2020-21	Rs. 20 Cr
2	2021-22	Rs. 50 Cr
3	2022-23	Rs. 45 Cr
4	2023-24	Rs. 45 Cr
5	2024-25	Rs. 45 Cr
6	2025-26	Rs. 45 Cr
7	2026-27	Rs. 45 Cr

Moreover, other terms including the nature of the arrangement, any material terms, monetary value, and particulars of the transaction entered into in relation to Project - High Grove and approved by the Board are as follows:

Sr. No.	Particulars	Details
1	Name of Related Party	Arvind Five Homes LLP (Homes LLP)
2	Nature of relationship	Subsidiary of the Company
3	Nature of transaction	Transfer of Development Rights by Homes LLP
4	Particulars of Contract or arrangement	Transfer of Rights by Homes LLP in favour of Company to develop/construct/sell Lands situated Moti Devti, Sanand, Ahmedabad
5	Material terms	Revenue Sharing model for the rights whereby revenue/collection received by the Company will be shared with Homes LLP or any other model as may be determined by the Board
6	Estimated Value	As mentioned above

Furthermore, terms for agreements yet to be entered into by the Company including the nature of the arrangement, any material terms, monetary value and particulars of the transaction in relation to Project - High Grove and in principal approved by the Board are as follows:

Sr. No.	Particulars	Details
1	Name of Related Party	Arvind Five Homes LLP (Homes LLP)
2	Nature of relationship	Subsidiary of the Company
3	Nature of transaction	Transfer/assignment of Development Rights by Homes LLP
4	Particulars of Contract or arrangement	Transfer/assignment of rights by Homes LLP in favour of Company to develop/construct/sell Lands situated Moti Devti, Sanand, Ahmedabad
5	Material terms	Revenue Sharing model for the rights whereby revenue/collection received by the Company will be shared with Homes LLP or any other model as may be determined by the Board
6	Estimated Value	As mentioned above

Regulation 23 of the Listing Regulations read with Regulation 2(1)(zb) of the Listing Regulations states that a transaction will require approval of shareholders through resolution if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity.

The annual transaction value for the current agreement is not likely to meet the above thresholds in the FY 20-21, therefore, no approval is currently required from the shareholders, however, for subsequent years, the estimated transaction value may or may not exceed the thresholds provided in Regulation 23 of the Listing Regulations and consequently, in abundant caution and as a good governance, this approval is being taken for the entire duration of the agreement. If the current transaction value in relation to Project - High Grove exceeds the thresholds provided under Listing Regulations in any future year, this approval shall be deemed to apply to the revised transaction value as well.

Homes LLP is one of the subsidiaries of the Company. Accordingly, transaction(s) entered into with Homes LLP comes within the meaning of Related Party transaction(s) in terms of the Listing Regulations. Approval of the shareholders is being sought for the said Related Party Transaction(s) for abundant caution. It is hereby provided that the aforesaid proposed arrangement(s)/ transaction(s) so carried by the Company shall be at arm's length basis and in the ordinary course of business of the Company and therefore will be exempted from the applicability of Section 188 of the Act.

Relevant document(s) referred to in respect of the above item is open for inspection by the Members, at the Registered Office of the Company, on all working days during 2:30 PM to 4:30 PM from the date of dispatch of Notice up to the last date of e-voting through Postal Ballot/e-voting i.e. Thursday, 24<sup>th</sup> December, 2020.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party as defined thereunder shall vote to approve the resolution as set out in this Notice.

The Board of Directors recommends passing of the resolution as set out at Item No. 1 of this Notice as an Ordinary Resolution.

Registered Office  
24, Government Servant Society,  
Nr. Municipal Market, Off C G Road,  
Navrangpura, Ahmedabad-380009

By Order of the Board

Prakash Makwana  
Company Secretary

Date : 30<sup>th</sup> October, 2020  
Place: Ahmedabad