

31<sup>st</sup> May, 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 Limited**  
Listing Dept., Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G. Block,  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai - 400 051.

**Symbol: ARVSMART**

Dear Sir,

**Sub.: Amendments in the Memorandum and Articles of Association of Arvind SmartSpaces Limited ("the Company").**

**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 captioned subject and further to our earlier communication dated 28<sup>th</sup> April, 2020, this is to inform that the special resolutions circulated to the shareholders through Postal Ballot Notice dated 24<sup>th</sup> April, 2020, seeking their approval for (1) Alteration of Objects Clause and Liability Clause of the Memorandum of Association to align with the provisions of the Companies Act, 2013 ("**MOA**") and (2) Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013 ("**New AOA**"), is obtained on 30<sup>th</sup> May, 2020.

Further, the brief details of alteration in MOA and the New AOA as required under 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 are annexed herewith marked as Annexure - I and Annexure - II respectively.

In view of the emergency situation arising due to spread of COVID-19 and to support the lock down initiative(s) taken by the Central Government at national level and in compliance with Policy of Work from Home of the Company, we are submitting this disclosure/announcement without signature.

Kindly take this disclosure on record and disseminate.

Thanking you,

Yours faithfully,

**For Arvind SmartSpaces Limited**

**Sd/-**  
**Prakash Makwana**  
**Company Secretary**  
Contact: +91 9898082608

Encl.: As above

Arvind SmartSpaces Limited  
Regd. Office: 24, Government Servant Society,  
Near Municipal Market, Off C. G. Road,  
Navrangpura, Ahmedabad, 3800 009, India  
Tel.: +91 79 68267000 Fax.: +91 79 68267021  
CIN: L45201GJ2008PLC055771

## Annexure - I

### Summary of amendment in the MOA

Sr. No.	Changes
1.	The heading of existing Clause III and sub-clause (A) thereof is substituted and replaced as follows: <i>III. (A) THE OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION IS:</i>
2.	The heading of existing Clause III (B) is substituted and replaced as follows: <i>(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:</i>
3.	In Clause III (B), the heading of existing paragraph 37 is deleted and the existing sub-paragraphs (a) to (c) of paragraph 37 are numbered as paragraphs 37 to 39 and all subsequent paragraphs are renumbered consequently.
4.	In Clause III(B) after renumbered paragraph 48, the following paragraphs are added: <i>49. To carry on activities or processes in real estate value chain by way of any backward or forward integration;</i> <i>50. To carry on or engage in any lawful act or activity or business, or any act or activity or business to pursue any specific object or objects, as per the law for the time being in force;</i> <i>51. To do, generally, all such acts, activities and things as are, or may appear to be, incidental, expedient, or conducive to the attainment of the above Objects or any of them.</i>
5.	The existing Clause III (C) named as "Other Objects of the Company not included in A & B above" along with all its paragraphs 1 to 55 are deleted in full.
6.	The existing Clause IV is substituted and replaced as follows: <i>IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them</i>
7.	The words and figures "the Companies Act, 1956" wherever appearing in the Memorandum of Association is substituted and replaced by the words and figures "the Companies Act, 2013" and reference of relevant provisions of the Companies Act, 1956 is substituted and replaced with the reference of relevant provisions of the Companies Act, 2013.

## Annexure - II

### Summary of New AOA

Sr. No.	Changes
1.	<p>The existing Articles of Association ("<b>existing AOA</b>") of the Company were based on the provisions of the Companies Act, 1956. The said Companies Act, 1956 has been repealed and replaced by the Companies Act, 2013 ("<b>the Act</b>") pursuant to notification dated 30<sup>th</sup> January, 2019 issued by the Ministry of Corporate Affairs. The existing AOA contained the reference of provisions of the Companies Act, 1956 which is now redundant and therefore, was required to be amended to align with the provisions of the Act. In order to bring existing AOA of the Company in line with the provisions of the Act, the Company was required to carry-out numerous changes in the existing AOA and hence it was considered desirable to adopt a comprehensive new set of Articles of Association of the Company ("<b>New AOA</b>") in substitution of and to the exclusion of the existing AOA.</p>
2.	<p>Key changes in the New AOA are as follows:</p> <ul style="list-style-type: none"> <li>- The AOA has been restructured and aligned with the provisions of the Act, the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws;</li> <li>- References to the sections, sub-sections, clauses etc. of the Companies Act, 1956 have been substituted with the provisions of the Act;</li> <li>- New provisions relating to issue / transfer of securities in dematerialized form, independent directors, electronic voting, board meeting through video conferencing, appointment of Key Managerial Personnel etc. have been incorporated;</li> <li>- Provisions of the Act, which permit the Company to do certain acts when authorised by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provide, have been specifically included;</li> <li>- Few provisions such as issue of shares at discount, interest out of capital etc. which have become redundant due to change in the law have been deleted.</li> </ul>