

Date: July 26, 2024

To, National Stock Exchange of India Limited ("NSE") Listing Department Exchange Plaza, C-1 Block G, Bandra Kurla Complex Bandra [E], Mumbai - 400051	To, BSE Limited ("BSE") Listing Department Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
NSE Scrip Symbol: AWFIS	BSE Scrip Code: 544181
ISIN: INE108V01019	ISIN: INE108V01019

**SUBJECT: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Amendment to the Articles of Association of the Company and appointment of Mr. Rajesh Kharabanda (DIN: 01495928) as Non-Executive Non-Independent Director of the Company;**

Dear Sir/Ma'am,

This is to inform that Company vide its postal ballot dated 26<sup>th</sup> June 2024 passed the following Resolutions w.e.f 26<sup>th</sup> July, 2024:

**1. Alteration of the Articles of Association of the Company**

Pursuant to the aforesaid Amendment the Company has inserted the Part-B of in the Article of Association of the Company to include limited special rights to certain shareholders in the Articles of Association, whereby :(i) Peak XV shall have the right to nominate one director, till such time as the Peak XV shareholder group holds at least 5% of fully-diluted share capital, (ii) Bisque Limited and Link Investment Trust, collectively shall have the right to nominate one director, till such time as the CC Shareholder group holds at least 5% of fully-diluted share capital, (iii) New Investor Group shall have the right to nominate one director, till such time as the New Shareholder Group holds at least 5% of fully-diluted share capital, and (iv) Amit Ramani shall have the right to nominate two directors, till such time as the Promoter shareholder group holds at least 11% of fully-diluted share capital, and the right to nominate one director, till such time as the Promoter shareholder group holds at least 5% of fully-diluted share capital.

The provision of Part-B is Reproduced below:

**"PART - B**

**SPECIAL PROVISIONS**

*The provisions of this Part B shall apply in addition to the provisions of Part A of these Articles of the Company and in case of conflict, the provisions of Part B shall prevail over any Article contained in Part A of these Articles.*

**1. Definitions:**

*"CC Shareholders" shall mean Bisque Limited and Link Investment Trust collectively, and each of Bisque Limited and Link Investment Trust individually, as "CC Shareholder".*

**Corporate and Regd. Office**

Awfis Space Solutions Limited  
C-28-29, Kissan Bhawan, Qutab Institutional Area, New Delhi - 110016  
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CIN: L74999DL2014PLC274236



**“New Investor Group”** shall mean, collectively, QRG Investments and Holdings Limited, Rajesh Kumar Gupta, Rajiv Goel, Ramesh Kumar Sharma, VBAP Holdings Private Limited, Karmav Real Estate Holdings LLP, Emerge Capital Opportunities Scheme, Arjun Shanker Bhartia, Ashutosh Bihani, Madhu Jain, Saurabh Gupta, and Tarun Khanna.

**“Peak XV”** shall mean Peak XV Partners Investments V (formerly known as SCI Investments V), a body corporate established under the Laws of Mauritius, and Apex House, Bank Street, Twenty Eight Cybercity, Ebene - 72201, Mauritius.

**“Promoter”** shall mean Amit Ramani, an adult Indian citizen, with Permanent Account Number AORPR8131G and currently residing at 3/30, First Floor, West Patel Nagar, New Delhi 110 008, India.

**“Shareholder Group”** means each of the following groups of Shareholders (i) the CC Shareholders (such Shareholder Group, the **“CC Shareholder Group”**), (ii) the Peak XV (such Shareholder Group, the **“Peak XV Shareholder Group”**); (iii) New Investor Group; and (iv) the Promoter (such Shareholder Group, the **“Promoter Shareholder Group”**).

## **2. Composition of Board**

- a) Till such time as the Peak XV Shareholder Group holds at least 5% (five percent) of the Share Capital (on a Fully Diluted Basis), Peak XV shall have the right to nominate 1 (one) Director (“Existing Investor Director”) on the Board. It is being clarified that upon the Peak XV Shareholder Group ceasing to hold at least 5% (five percent) of the Share Capital (on a Fully Diluted Basis), Peak XV shall not have the right to nominate any Director on the Board.
- b) Till such time as the CC Shareholder Group holds at least 5% (five percent) of the Share Capital (on a Fully Diluted Basis), Bisque Limited and Link Investment Trust, collectively shall have the right to nominate 1 (one) Director (“CC Investor Director”) on the Board. It is being clarified that upon the CC Shareholder Group ceasing to hold at least 5% (five percent) of the Share Capital (on a Fully Diluted Basis), Bisque Limited and Link Investment Trust, collectively shall not have the right to nominate any Director on the Board.
- c) Till such time as the New Investor Group holds at least 5% (five percent) of the Share Capital (on a Fully Diluted Basis), New Investor Group shall collectively have the right to nominate 1 (one) Director (“New Investor Director”) on the Board. It is being clarified that upon the New Investor Group ceasing to hold at least 5% (five percent) of the Share Capital (on a Fully Diluted Basis), the New Investor Group shall not have the right to nominate any Director on the Board.
- d) Till such time as the Promoter Shareholder Group holds at least 11% (eleven percent) of the Share Capital (on a Fully Diluted Basis), Amit Ramani shall have the right to nominate 2 (two) Directors (each a “Promoter Director”) on the Board, and Amit Ramani shall have the right to nominate 1 (one) Director, as long as the Promoter Shareholder Group holds at least 5% (five percent) of the Share Capital, on a Fully Diluted Basis. Notwithstanding the foregoing, it is agreed that upon the Promoter Shareholder Group ceasing to hold at least 5% (five percent) of the Share Capital (on a Fully Diluted Basis), Amit Ramani shall not have the right to nominate any Director on the Board.”

## **2. Appointment of Mr. Rajesh Kharabanda (DIN: 01495928) as Non-Executive Non-Independent Director of the Company**

The Board of Directors at their meeting held on 04<sup>th</sup> May 2024, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the shareholders of the

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Company, had approved the appointment of Mr. Rajesh Kharabanda (DIN: 014959280) as an Additional Director of the Company.

The approval of the shareholders of the Company was sought by Postal Ballot for the said appointment of Mr. Rajesh Kharabanda (DIN: 01495928) as non-executive and non-independent Director on the Board of the Company liable to retire by rotation.

The results of the Postal Ballot (voting conducted through remote e-voting) were announced today, and the shareholders have approved the appointment of Mr. Rajesh Kharabanda (DIN: 01495928) as non-executive and non-independent Director on the Board of the Company liable to retire by rotation.

**The brief profile of Mr. Rajesh Kharabanda (DIN: 01495928) is mentioned below:**

Mr Rajesh Kharabanda, aged about 55 years holds a bachelor's degree in commerce from D.A.V College, Guru Nanak Dev University, Jalandhar. He has approximately 37 years of experience in the sports sector. He is the managing director of Freewill Sports Private Limited and has been associated with them for 37 years. Further, he is serving as the chairman of the Sports Goods Manufacturers & Exporters Association, Jalandhar. Mr. Rajesh Kharabanda does not hold any share in the Company.

Additional details of Mr Rajesh Kharabanda is given below:

Sr No	Particulars	Details
1	Name	Mr. Rajesh Kharabanda
2	Category / Designation	Director (Non-Executive Non-Independent)
3	Age	56 years (as on June 25, 2024)
4	Date of Birth	June 24, 1968
5	Original Date of Appointment	May 04, 2024 as an Additional Director by the Board
6	Qualifications	Bachelor's degree in commerce
7	Name of the listed entities from which the person has resigned as a Director in the past three years	Nil
8	Directorship in other Companies	1. Freewill Sports Private Limited 2. Freewill Infrastructures Private Limited 3. D & O Ventures Private Limited 4. Jayatma Technologies Private Limited 5. Nivia Synthetics Private Limited 6. Nivia Sports Private Limited 7. Shoe Variants Private Limited 8. Sportscom Industry Confederation
9	Chairmanship / Membership of Committees in other Companies	Nil
10	Number of Equity Shares held in the Company	Nil

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11	Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil
12	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Nil
14	Remuneration last drawn (in FY 2023-24), if applicable	Not Applicable, was not in the employment of the Company
15	Remuneration proposed to be paid	Nil except sitting fee payable on attending Board and Committees meetings of the Company as recommended by the Nomination and Remuneration Committee from time to time.
16	Number of Meetings of the Board attended during the year 2023-24	Not Applicable (being appointed w.e.f. May 4, 2024)

**Thanking You,**

**For Awfis Space Solutions Limited**



**Amit Kumar**

**Company Secretary and Compliance Officer**

**M. No. A31237**

**Add: C-28 and 29 Kissan Bhawan Qutub Institutional Area New Delhi 110016**

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