

NOTICE OF 32ND ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY

Notice is hereby given that Thirty Second Annual General Meeting (Third AGM post IPO of the Company) of the members of Aarvi Encon Limited will be held on Tuesday, September 22, 2020, via video conference ("VC") / other Audio-Visual means ("OAVM") at 11.00 A.M., to transact following business:-

ORDINARY BUSINESS:-

1. To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon and in this regard, to pass the following resolutions as Ordinary Resolutions with or without modification(s):
 - (a) **"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
 - (b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To Appoint a Director in place of Mr. Jaydev V. Sanghavi (DIN: 00759042), Executive Director of the Company, who retires by rotation and being eligible, offered himself for re-appointment and in this regards, to pass the following resolution as an Ordinary resolution with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Jaydev V. Sanghavi (DIN: 00759042), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."
3. To Declare Dividend on equity shares for the financial year ended March 31, 2020 and in this regard, to pass the following resolution as an Ordinary Resolution with or without modification(s) :

"RESOLVED THAT a dividend @10% i.e Re. 1/- (Rupee One only) per equity share of the face

value of Rs. 10/- (Ten rupees) each fully paid-up of the Company, as recommended by the Board of Directors of the Company, be and is hereby approved and declared for the financial year ended March 31, 2020 and the same be paid out of the profits of the Company for the financial year ended March 31, 2020."

SPECIAL BUSINESS:-

4. TO APPOINT MR. SHARAD S. SANGHI (DIN: 00265977) AS A DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Here in after refer to as SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sharad S. Sanghi (DIN: 00265977) who was appointed as an Additional Director, Independent, Non-Executive by the Board of Directors of the Company pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting (AGM) and being eligible offers himself for appointment as an Independent Director and in accordance with the recommendation of the Nomination and Remuneration Committee and in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (five) years commencing from June 03, 2020.

RESOLVED FURTHER THAT Mr. Jaydev V. Sanghavi, Executive Director & CFO and/or the Company Secretary of the Company, be and are hereby authorised to file relevant forms with the Registrar of Companies, Mumbai and to do such other acts, deeds and things as may be considered necessary in this regard."

5. TO APPROVE REMUNERATION OF MR. VIRENDRA D. SANGHAVI (DIN: 00759176), MANAGING DIRECTOR OF THE COMPANY FOR FINANCIAL YEAR (FY) 2020-21 AND 2021-22.

To consider and, if thought fit, to pass the following resolution with or without modification(s) 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), 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. Virendra D. Sanghavi (DIN: 00759176) 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. Virendra D. Sanghavi as Managing 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. Virendra D. 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.

By Order of the Board of Directors

Sd/-

Jay H. Shah

Company Secretary and Compliance Officer

Date: June 30, 2020

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

Website: www.aarviencon.com

NOTES:

1. Explanatory Statement according to the provisions of Section 102 of the Companies Act, 2013 read with The Company (Management and Administration) Rules, 2014 in respect of the special businesses to be transacted at the AGM, is annexed hereto.
2. 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. Any member seeking inspection of such documents can visit website i.e. www.aarviencon.com.
3. 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 enable us to send you the quarterly reports and other communications via email.
4. Corporate Members are required to send to the Company a certified true copy of Board resolution pursuant to section 113 of the Companies Act 2013 together with the specimen signature authorizing their representative to attend the meeting through VC / OAVM and vote on their behalf at the meeting or through remote e-voting.
5. To prevent fraudulent transactions, 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.
6. 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.
7. Details 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" to the notice and forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. Details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting forms an integral part of the Notice and the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
9. 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") 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, in compliance with the provisions of the Act and MCA circulars, SEBI LODR Regulations, 2015 the AGM of the Company is being held through VC / OAVM. In compliance with the aforesaid MCA circulars and SEBI circular the notice of AGM along with Annual Report for the financial year 2019 - 20 is being sent only through electronic mode to all the members whose email IDs are registered with the Company/ Depository Participant(s). Members may note that the Notice and Annual report for financial year 2019-20 will also available on the company's website i.e https://www.aarviencon.com/home/annual_reports/, website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com.
 1. Non-resident Indian members are requested to inform the Company on jay.shah@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.
 2. 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.
 3. 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 **August 28, 2020**.
 4. The 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.

5. The AGM will be held through Video Conference (VC / OAVM), the route map of the venue of the Meeting is not required to be annexed in this Notice.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
7. The dividend on equity shares as recommended by the Board of Directors, if declared, at the meeting shall be paid to the members whose names are registered in the Register of Members / Beneficial owners as on **September 11, 2020**. Members may please note for shares held in electronic form and /or physical form, complete bank details as registered with the depository participants / Company 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.
8. 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. September 22, 2020.
9. 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.
10. Members are requested to note that dividend which has been declared but not paid and / or claimed within thirty days from declaration shall be transferred to "Unpaid dividend account" of the Company in 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.
11. 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.

12. No gifts shall be provided to members before, during or after the AGM.
13. 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:

14. The Company has obtained services from National Security Depository Ltd. (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 zoom or googlemeet for ease of participation.
15. 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.
16. 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.
17. Members who may like to provide their views / ask questions during the AGM can submit to jay.shah@aarviencon.com their views / questions in advance on or before September 15, 2020. Those members who register themselves as speaker(s) will be allowed to provide views / ask questions during the AGM. The Company reserves the rights to restrict the number of questions and number of speakers, depending upon the availability of time for smooth conduct of the AGM.
18. Facility of joining the AGM through Video Conference (VC/ OAVM) shall be available for all members of the Company as on the cut off date for e-voting including, the large shareholders (i.e shareholders holding 2% or more shareholding), promoters, institutional investors, if any, directors, key managerial personnel, the chairpersons of Audit committee, Nomination and Remuneration committee and stakeholders relationship committee, auditors, etc. Members under category of Institutional investors, if any, are encouraged to attend and vote at the AGM.

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

19. 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 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 Thursday, September 17, 2020 to 5.00 P.M (IST) on Monday, September 21, 2020.
20. During this period shareholders of the Company, holding shares either in dematerialized form and physical form, as on the cut – off date which is Friday, August 28, 2020 may cast their votes through remote e-voting. 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.
21. 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.
22. 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.
23. 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.
24. 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.
25. 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.
26. Procedure and instructions of remote e-voting are detailed below:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Thursday, September 17, 2020 at 10:00 A.M. and ends on

Monday, September 21, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

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, 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.
 - 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.

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 click 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 aashish@aashishbhatt.in with a copy marked to 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 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.: 1800-222-990 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), AADHAR (self attested scanned copy of Aadhar Card) by email to info@aarviencon.com

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 Aadhar Card) to jay.shah@aarviencon.com.

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

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

1. The procedure for e-Voting on the day of the EGM/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 EGM/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 EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at jay.shah@aarviencon.com.
6. 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 jay.shah@aarviencon.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
27. 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.
28. 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. August 28, 2020, may obtain their User ID and Password from NSDL and vote electronically by following the aforementioned procedure. Any person who is not a member as on the cut off date shall treat this notice for information purpose only.
29. 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 September 22, 2020, subject to the receipt of the requisite number of votes.
30. 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/-

Jay H. Shah

Company Secretary and Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

ORDINARY BUSINESS:-

Item No. 2 :

Profile of Mr. Jaydev V. Sanghavi, Executive Director of the Company as per Secretarial Standard -2 issued by The Institute of Company Secretaries of India (ICSI) are mentioned below and regulation 36(3) of SEBI LODR Regulations, 2015;

Name of the Director	Mr. Jaydev V. Sanghavi
DIN	00759042
Age	49 years
Qualifications	Chemical Engineering Graduate from Mumbai University.
Experience including expertise in specific functional areas / Brief Resume	<p>He is working with the Company since last 25 years and handled various assignments as a Project Coordinator, Business Development Manager, Operations Manager 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. Mr. Jaydev 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>
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, 2020 and Members Resolution dated July 24, 2020.
Remuneration last drawn	1.68 Cr. P.A. (Rupees One Crore Sixty Eight Lakhs Only)
date of first appointment on the Board	November 09, 2005
Shareholding in the company as on 31 March, 2020	14.68% (21,70,000)
relationship with other Directors, Manager and other Key Managerial Personnel of the company	<p>He is the son of Mr. Virendra D. Sanghavi, Managing Director of the Company.</p> <p>Except Mr. Virendra Sanghavi, he is not related to any other director and/or KMP of the company</p>
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 2019-20.
other Directorships, Membership/ Chairmanship of Committees of other Boards	<p>He is a Director in the following Companies;</p> <ol style="list-style-type: none"> 1. Aarvi Engineering & Consultants Pvt Ltd. 2. Beetle Ventures Private Limited 3. Energyjobz Services Private Limited

SPECIAL BUSINESS:-**Item no. 4****4. APPOINTMENT OF MR. SHARAD S. SANGHI AS DIRECTOR (DIN: 00265977) OF THE COMPANY.**

Mr. Sharad S. Sanghi (DIN: 00265977) on recommendation of Nomination and Remuneration Committee was appointed by the Board of directors as an Additional Independent Director of the Company with effect from June 03, 2020 in terms of Section 161 of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company and he holds office as an Additional Independent Director up to the date of forthcoming AGM.

The Board believes that his immense knowledge and years of experience in the Information technology field will enable the Company to tap the new opportunities in the IT Industry through his guidance and support.

Under section 149 of the Companies Act, 2013 read with Schedule IV of the Act, appointment of Independent Director requires approval of Members. Based on recommendation of Nomination and Remuneration, the Board of Directors had proposed his appointment as an Independent Director, not liable to retire by rotation, for a term of 5 (Five) years commencing from June 03, 2020, subject to approval of Members in ensuing Annual General Meeting.

Mr. Sanghi is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. He has also provided a declaration to the Board that he meets criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of Board, Mr. Sanghi fulfils the conditions specified in the Act and the rules made there under and that he is independent of the management and possess appropriate skills, expertise and knowledge that will enable him to discharge his duties, roles and functions as an Independent director during his tenure.

Profile of Mr. Sharad S. Sanghi (DIN: 00265977) as per Secretarial Standard -2 issued by The Institute of Company Secretaries of India (ICSI) are mentioned below and regulation 36(3) of SEBI LODR Regulation, 2015:

Name of the Director	Mr. Sharad S. Sanghi
DIN	00265977
Age	54 years
Qualifications	Electrical Engineer from IIT Bombay and holder of a Master's degree from Columbia University, New York.
Experience including expertise in specific functional areas / Brief Resume	<p>Mr. Sharad Sanghi is the Managing Director and CEO of Netmagic, an organization that he founded in July 1998, and now an NTT Communications Group Company based in Japan.</p> <p>Mr. Sanghi is responsible for growing Netmagic to be India's leading Managed Hosting and Cloud Service Provider, with over 1100 employees and 9 data centres delivering services to over 2000 enterprise customers across the globe. His passion and commitment to deliver value to clients by building a customer focused service organization is infectious across the company.</p> <p>Mr. Sanghi is considered a pioneer in the Indian cloud computing space, and his vision has helped Netmagic become a leader in the Public Cloud services market in India.</p> <p>On the business side, he led Netmagic through 3 successful VC funding rounds with Nexus Venture Partners, Fidelity, Cisco Systems and Nokia Growth Partners. He led the 2012 acquisition of the company's majority stake by NTT Communication Japan - a first in the Indian data centre market.</p> <p>Mr. Sanghi is an industry veteran with over 20 years of extensive experience in developing Internet backbone infrastructure and providing Internet services. He is also Part time Non-official Director on the Board of Bharat Electronics Limited, appointed by the Government of India.</p> <p>During a six-year stint in the US, Mr. Sanghi worked for Unified Network Management Architecture Group at AT&T Bell Labs, the Backbone Engineering Group of NSFNET (ANS) and the Router Systems Development Group of Advantis (IBM Global Network). He has also helped Merrill Lynch and Bankers Trust design and deploy Wide Area Networks.</p>

Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the Board Resolution dated June 03, 2020 and the Letter of Appointment executed between the Company and Mr. Sharad S. Sanghi. He shall be paid sitting fees within the overall limits of the Companies Act, 2013 and rules made thereunder for attending Board and Committee meetings.
Date of first appointment on the Board	June 03, 2020
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	He is not related to any Director or other Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the year.	NIL.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	He is a Director in the following Companies; 1. Netmagic Solutions Private Limited 2. National Internet Exchange Of India 3. NTT Communications India Private Limited 4. Netmagic Stock Holding Private Limited 5. Netmagic IT Services Private Limited\ 6. NTT Communications India Network Services Private Limited

As per Section 160 of the Companies Act, 2013, the company has received a notice from a member proposing candidature of Mr. Sharad S. Sanghi for office of Independent Director of the Company.

The terms and conditions of appointment of independent directors are available for inspection on the website of the company by any member on https://www.aarviencon.com/home/appointment_letters.

This notice may be treated as information to the members about his candidature to the office of directorship of the Company under section 160(2) read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and disclosures required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Sharad S. Sanghi is interested in the resolution as set out in item no. 4 of the Notice and his relatives may be deemed to interested in this resolution to the extent of their shareholding, if any, in the company.

Save and except of above, none of the other Directors, Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out in item no. 4 of the notice.

Accordingly, the Board recommends the said resolution as an Ordinary resolution for the appointment of Mr. Sharad S. Sanghi as Director for the approval of the shareholders of the Company.

5. APPROVAL FOR REMUNERATION OF MR. VIRENDRA D. SANGHAVI (DIN: 00759176), MANAGING DIRECTOR OF THE COMPANY FOR FY 2020-21 AND 2021-22.

Item No. 5

Mr. Virendra D. Sanghavi, Promoter & Founding Director of Aarvi Encon is serving the company as Managing Director.

Mr. Virendra D. Sanghavi on recommendation of Nomination and Remuneration Committee was re-appointed by the Board as Managing Director of the Company for 5 years w.e.f July 15, 2017 on the terms, conditions and remuneration as specified in agreement dated July 24, 2017 executed between the Company and Mr. Virendra D. 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. Virendra D. Sanghavi, Managing 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 two years i.e FY 2020-21 and 2021-22. There is no change in the remuneration of Mr. Virendra D. Sanghavi, Managing Director of the Company for the next two years.

Copy of contract or memorandum as entered between the Company and Mr. Virendra D. Sanghavi in terms of Section 190 of the Act is available for inspection on the website of the Company on <https://www.aarviencon.com/home/announcements>.

Profile of Mr. Virendra D. Sanghavi, Managing Director of the Company as per Secretarial Standard -2 issued by The institute of Company Secretaries of India (ICSI) are mentioned below:

Name of the Director	Mr. Virendra D. Sanghavi
DIN	00759176
Age	78 years
Qualifications	Chemical Engineering Graduate from Mumbai University.
Experience	<p>Mr. Sanghavi has more than 48 years of experience and excellent track record in design, development, construction and operation of process plants in India and Internationally. He has diverse experience of working with various Engineering, Lubricant, Petrochemical, and Pharmaceutical companies such as Merck Sharp & Dohme India Ltd., Lubrizol India Ltd. Aker Solution (Erstwhile Davy Powergas) and Bhansali Engineering Polymers Ltd where he has made substantial contributions in growth of these companies and left his mark.</p> <p>He was a visiting lecturer of Institute of Chemical Technology, Matunga teaching piping engineering, his favourite subject to third year students. He is Past President and on the Board of Governors of UDCT Alumni Association, he has been the Honorary Treasurer of Indian Institute of Chemical Engineers.</p> <p>He is recipient of NOCIL Award for Excellence in Consultancy Services form Indian Institute of Chemical Engineers.</p> <p>Under his leadership, the Company has received Star SME Award sponsored by Business Today and YES Bank in the year 2010.</p> <p>It has also received CFBP "Jamnalal Bajaj Award" for 'Fair Business Practices' at the hands of Late Dr. APJ Abdul Kalam, former President of India in the year 2014.</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>
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, 2020 and Members Resolution dated July 24, 2020.
Remuneration last drawn	1.68 Cr. P.A. (Rupees One Crore Sixty Eight Lakhs Only)
Date of first appointment on the Board	December 03, 1987
Shareholding in the company as on 31 March 2020	29.36% (43,40,000)
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	<p>He is the father of Mr. Jaydev Sanghavi, Executive Director & CFO of the Company.</p> <p>Except for Mr. Jaydev Sanghavi, he is not related to any other director and/or Key Managerial Personnel</p>
Number of Meetings of the Board attended during the year	There were total 4 (four) board meetings happened during the year. He has attended all the board during the FY 2019-20.

other Directorships, Membership/ Chairmanship of Committees of other Boards	He is a Director in the following Companies; 1. Aarvi Engineering & Consultants Pvt Ltd.
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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.

- Date or expected date of commencement of commercial production : December 03, 1987
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable.
- Consolidated financial performance based on given indicators

(Rs. In Crores)

Particulars	March 31, 2020	March 31, 2019	March 31, 2018
Gross Sales & Other Operating Income	218.64	207.25	175.01
Profit Before Tax	6.95	10.12	9.54
Profit After Tax	7.17	8.63	7.77
Paid up Equity Capital	14,78,40,000/-	14,78,40,000/-	14,78,40,000
Reserves & Surplus	61.54	55.40	47.36

- Foreign investments or collaborations, if any. – Not Applicable.

II. Information about the appointee:

1. Job profile and his suitability :

Mr. Virendra D. Sanghavi, is a Promoter & Founding Director of Aarvi Encon is serving the company as Managing Director. He has made substantial contributions in growth of these companies and left his mark. His role in the Company as Managing 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

- 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 paid to Mr. Virendra D. Sanghavi is commensurate with the size of the Company, nature of its operations and is in line with the industry standards.

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

There exists no pecuniary relationship of Mr. Virendra D. 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:

- 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.

Mr. Virendra D. Sanghavi is interested in the proposed resolution as set out in item no. 5 of the notice and his relatives may be deemed to be interested in this resolution to the extent of their shareholding, if any, in the Company .

Save and except of above, none of the other Directors , Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out in item no. 5 of the notice.

Accordingly the Board recommends the said resolution as a special resolution for the approval of remuneration of Mr. Virendra D. Sanghavi.

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

**Sd/-
Jay H. Shah
Company Secretary and Compliance Officer**