



Aarvi Encon Limited
Formerly known as Aarvi Encon Private Limited
CIN : L29290MH1987PLC045499

(ISO 9001 : 2015 & OHSAS 18001 : 2007)

Regd. Office : B1-603, 6th Floor, Marathon Innova, Marathon Nextgen Complex,
Opp. Peninsula Park, Lower Parel, Mumbai - 400 013, INDIA.



AEL/NSE/2022-23/35

Date: February 02, 2023

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

Symbol: AARVI

Dear Sir,

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time ('**Listing Regulations**'), we forward herewith a copy of the Postal Ballot Notice ('**Notice**') of the Aarvi Encon Limited ('**the Company**') dated January 23, 2023, along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 ('**Act**') read with Listing Regulations, for seeking approval of the Members of the Company on the special resolution forming part of the Notice, being the appointment of Mr. Ramamoorthy Ramachandran (DIN:- 07049995) as Non-Executive Independent Director of the Company.

Pursuant to the provisions of the Section 108 and 110 read with other applicable provisions of the Companies Act, 2013 and in compliance with the various circulars issued by the Ministry of Corporate Affairs as disclosed in the Notice, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on **Friday, January 27, 2023 ('Cut-off date')**. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope, are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('**NSDL**') to provide remote e-voting facility to all its Members. The remote e-voting facility will be available for the Members as on the cut-off date. The remote e-voting period commences on **Friday, February 3, 2023 from 9:00 a.m. (IST)** and ends on **Saturday, March 4, 2023 at 5:00 p.m. (IST)**. Please note that communication of assent or dissent of the Members would



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only take place through the remote e-voting system. The instructions for remote e-voting are provided in the Notice.

The Members whose e-mail address is not registered with the Company/Depositories to receive the Notice, may register their e-mail address with the Company's Registrar and Transfer Agent, Bigshare Services Private Limited on or before **5:00 p.m. (IST) on Wednesday, February 22, 2023**. The process for registration of e-mail address is also provided in the enclosed Notice.

The said Notice is also being made available on the website of the Company at www.aarviencon.com and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and records.

For Aarvi Encon Limited

Leela Bisht
Company Secretary & Compliance Officer

Encl: Postal Ballot Notice



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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) vide General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and such other circulars (collectively the **'MCA Circulars'**) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**) (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below for the appointment of Mr. Ramamoorthy Ramachandran (DIN:- 07049995) as a Non - Executive Independent Director of the Company is proposed for the approval of the shareholders of the Company through postal ballot by remote e-voting process (**'e-voting'**).

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

The Board of Directors of the Company at its meeting held on January 23, 2023 appointed Mr. Aashish K. Bhatt, Designated Partner of Bhatt & Associates Company Secretaries LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In compliance with the aforesaid MCA Circulars, the Aarvi Encon Limited (**'Company'**) is sending this Notice in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Company has also made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have



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not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility in compliance with Regulation 44 of Listing Regulations and Section 108 and other applicable provisions of the Act read with the applicable Rules to all its shareholders to cast their votes electronically instead of Postal Ballot form. Shareholders are requested to read the instructions in the Notes under the section "Instructions relating to Remote E-voting" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members. The Notice is also available on the website of the Company www.aarviencon.com

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 05:00 p.m. (IST) on Saturday, March 4, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder. The remote e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorized by him. The results of the voting conducted through Postal Ballot (through the remote e-voting process) along with the Scrutinizer's Report, will be announced by the Chairman or such person as authorized, on or before Monday, March 6, 2023 i.e. within two working days of the conclusion of the Postal Ballot. The same will be displayed on the website of the Company www.aarviencon.com, the website of NSDL www.evoting.nsdl.com and shall also be communicated to National Stock Exchange of India Limited ('NSE'), where the Company's Equity Shares are listed and be made available on its websites viz. The Resolution, if approved, will be taken as having been passed effectively on the last date specified for remote e-voting i.e. Saturday, March 4, 2023.



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RESOLUTION OUT THROUGH POSTAL BALLOT

Special Business:

1. Appointment of Mr. Ramamoorthy Ramachandran (DIN:- 07049995) as a Non - Executive Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the basis of the recommendation and approval of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company respectively and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, Mr. Ramamoorthy Ramachandran (DIN:-07049995), who qualifies for being appointed as an Independent Director and who was appointed as an Additional Independent Director of the Company effective January 23, 2023, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 ('Act') read with the Article 142 of the Articles of Association of the Company be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years with effect from January 23, 2023 up to January 22, 2028, not liable to retire by rotation.

RESOLVED FURTHER THAT Virendra D. Sanghavi, Managing Director, Mr. Jaydev V. Sanghavi, Executive Director & CFO and the Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all acts and to take all such steps as may be considered necessary, proper and/or expedient to give effect to this resolution.”

For Aarvi Encon Limited

Sd/-

Leela Bisht

Company Secretary & Compliance Officer



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Registered Office:

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

Date: January 23, 2023

Place: Mumbai

Notes:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Act setting out the material facts relating to the aforesaid Resolution and the reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories, the Company's Registrars and Transfer Agents ('RTA')/Bigshare Services Private Limited as on Friday, January 27, 2023 ('Cut-Off Date') and whose email addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights for Equity Shares are one vote per Equity Share and shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, January 27, 2023.
3. A copy of this Postal Ballot Notice is also available on the website of the Company viz. www.aarviencon.com, the relevant section of the website of NSE viz. www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of NSDL viz. www.evoting.nsdl.com.
4. In light of the MCA Circulars, the Shareholders who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may get their email registered with the Company's Registrar and Share Transfer Agent i.e. ujata@bigshareonline.com
5. In case of any queries, shareholder may write to veenas@nsdl.co.in or contact Ms. Veena Suvarna at NSDL.
6. Only those Members whose names are appearing in the Register of Members / List



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of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

7. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. It is, however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/ RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
8. In compliance with Section 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No.15 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
9. The remote e-voting commences on **Friday, February 3, 2023 from 9:00 a.m. (IST)** and ends on **Saturday, March 4, 2023 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. The failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Board of Directors has appointed Mr. Aashish K. Bhatt, Designated Partner of Bhatt & Associates Company Secretaries LLP, Practicing Company Secretaries as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman, or any other person authorized by him, after completion of scrutiny, and the results of the voting by postal ballot through the remote e-voting process will be announced by the Chairman or any other official of the Company duly authorized, on or before Monday, March 6, 2023. The Scrutinizer's decision on the validity of votes cast will be final.



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12. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.aarviencon.com and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the Company's Equity Shares are listed viz NSE and be made available on its websites viz www.nseindia.com. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, March 4, 2023.
13. The vote in this Postal Ballot cannot be exercised through proxy. However, corporate, and institutional shareholders shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (Board resolution/ authority letter/power attorney, etc.) in favour of their authorized representatives to the Scrutinizer through e-mail to mail@aashishbhatt.in with a copy marked to www.evoting.nsdl.com.
14. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to cs@aarviencon.com from their registered email addresses mentioning their names, folio numbers/DP ID and Client ID, until last date of remote e-voting of this Postal Ballot.
15. The procedure for e Remote E- Voting:

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 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:



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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.nsdl.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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.







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	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the



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	e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 toll free no. 1800 22 55 33

B) Login Method 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.



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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'.



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(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 on NSDL e-Voting system.

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

1. 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.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



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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 mail@aashishbhatt.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 1020 990 and 1800 22 44 30 or send a request to Ms. Veena Suvarna 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 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 Aadhar 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 for Individual shareholders holding securities in demat mode.**



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(ISO 9001 : 2015 & OHSAS 18001 : 2007)

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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 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

For Aarvi Encon Limited

Sd/-

Leela Bisht

Company Secretary & Compliance Officer

Registered Office:

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

Date: January 23, 2023

Place: Mumbai



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EXPLANATORY STATEMENT

Pursuant to Section 102 and 110 of the Companies Act, 2013 (the 'Act')

Item No.1:

Due to Business Expansion, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee ('NRC') at its meeting held on January 23, 2023 respectively, approved the proposal for the appointment of Mr. Ramamoorthy Ramachandran (DIN: 07049995) on the Board of the Company to function as Non-Executive Independent Directors with effect from January 23, 2023 subject to approval of the members by way of a Special Resolution.

In pursuance of Section 149 of the Companies Act, 2013 read with Schedule IV of the Act, appointment of an Independent Director requires approval of the members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed their appointment as Non-Executive Independent Directors of the Company, not liable to retire by rotation, for a term of five consecutive years from January 23, 2023 up to January 22, 2028, subject to approval of the Members of the Company.

In terms of Regulation 17(1C) of Listing Regulations, the listed company shall ensure that the approval of the shareholders for appointment of person on the Board of Directors is taken at the next Annual General Meeting or within a time period of three months from the date of appointment whichever is earlier. As per Regulation 25 of Listing Regulations, Appointment of an Independent Director requires approval of the members by means of a Special Resolution. Accordingly, Shareholders approval is sought for appointment of Mr. Ramamoorthy Ramachandran as a Director on the Board of the Company under section 149 and 152 of the Act, by way of Postal Ballot. The Company has received Notice in writing from Members under Section 160 of the Act, proposing their candidature for the office of Independent Director of the Company.

The Board noted that Mr. Ramamoorthy Ramachandran's skills, background and experience are aligned to the role and capabilities identified by the NRC and he is eligible for appointment as a Non –Executive Independent Director of the Company, not being liable to retire by rotation, for a term of 5 years.

The Company has received declaration from Mr. Ramamoorthy Ramachandran to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act, read with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware



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of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. The Company has also received from Mr. Ramachandran: (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act. Mr. Ramachandran has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI Order or any such authority pursuant to circular dated June 20, 2018 issued by the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies.

Further, Mr. Ramamoorthy Ramachandran has also confirmed that he is registered with the Indian Institute of Corporate Affairs ('IICA') as per Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and in the opinion of the Board, Mr. Ramamoorthy Ramachandran fulfils the conditions specified in the Act, Rules and Listing Regulations for appointment as a Non-Executive Independent Director and he is independent of the management of the Company.

As per the provisions of Section 149 of the Act, Mr. Ramamoorthy Ramachandran shall hold office for a term of five consecutive years commencing from January 23, 2023 up to January 22, 2028 and is not liable to retire by rotation. The copy of Letter of Appointment including terms and conditions of his appointment shall be open for inspection by the Members of the Company, without payment of any fees, at the Registered Office of the Company during business hours (between 10:00 a.m. to 3:00 p.m. IST) on all working days (except Saturdays, Sundays and holidays), until the last date of remote e-voting.

A brief profile of Mr. Ramamoorthy Ramachandran is as under:

Mr. Ramamoorthy Ramachandran - B. Tech [Chemical Engineering] – AC College of Technology, Chennai – Tamil Nadu. He was a former Director of - Bharat Petroleum Corporation Limited, Bharat Oman Refineries Ltd, Bharat Gas Resources Limited, Ratnagiri Refinery and Petrochemicals limited. He was a member of various committees like Audit, Risk Management, Corporate Social Responsibility, Sustainable Development Project Review, Nomination & Remuneration, Board for Tenders.

Currently, he is Member of the Scientific Advisory Committee on Hydrocarbons of MOP&NG, Govt. of India and he is also appointed as an Advisor to the Executive Board, Detect



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Technologies Private Limited.

Their details as required under the Secretarial Standards -2 issued by the Institute of the Company Secretaries of India and as per Regulation 36(3) of the Listing Regulations are furnished in Annexure A which forms a part of this postal ballot notice.

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company, which are currently available with Mr. Ramachandran:

Name of the Director	Area of skills/expertise/competence					
	Strategy	Finance	Leadership	HR	Governance	Government/Regulatory
Mr. Ramamoorthy Ramachandran	√	√	√	√	√	√

Save and except Mr. Ramachandran the appointee and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Postal Ballot Notice.

The Board recommends the Special Resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company.

For Aarvi Encon Limited

Sd/-

Leela Bisht

Company Secretary & Compliance Officer

Registered Office:

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Date: January 23, 2023

Place: Mumbai



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ANNEXURE - A

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT

(In pursuance of Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)

Name of the Director	Mr. Ramamoorthy Ramachandran
DIN	07049995
Age	63 years
Date of Birth	August 27, 1960
Nationality	Indian
Qualifications	B. Tech [Chemical Engineering] – AC College of Technology, Chennai – Tamil Nadu
Experience including expertise in specific functional areas / Brief Resume	<p>Mr. Ramamoorthy Ramachandran was a former Director of - Bharat Petroleum Corporation Limited, Bharat Oman Refineries Ltd, Bharat Gas Resources Limited, Ratnagiri Refinery and Petrochemicals limited. He was a member of various committees like Audit, Risk Management, CSR, Sustainable Development Project Review, Nomination & Remuneration, Board for Tenders.</p> <p>Currently, he is Member of the Scientific Advisory Committee on Hydrocarbons of MOP & NG, Govt. of India and he is also appointed as an Advisor to the Executive Board, Detect Technologies Private Limited.</p>
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	<p>As per the Board Resolution dated January 23, 2023, subject to approval of Shareholders and Letter of appointment and in accordance with the provisions of Companies Act, 2013.</p> <p>Remuneration: Eligible for sitting fees and commission, as approved by the Board</p>
Remuneration last drawn	NIL
date of first appointment on the Board	January 23, 2023
Shareholding in the company including shareholding as a beneficial owner	NIL



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relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Number of Meetings of the Board attended during the Financial year 2022 – 23	NIL
Justification for appointment as Independent Directors	Independent of the management and possess appropriate skills, experience and knowledge.
Details of other Directorship, membership/ Chairmanship of Committees of other Boards	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years*	<ol style="list-style-type: none"> 1. Bharat Petroleum Corporation Limited 2. Bharat Oman Refineries Limited 3. Bharat Gas Resources Limited 4. Ratnagiri Refinery And Petrochemicals Limited
Other Directorships, Membership/ Chairmanship of Committees of other Boards *	NIL
<p>*Directorships include directorships of other Indian Public Companies and Committee memberships include only Audit Committee and</p>	



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Stakeholders' Relationship Committee (whether listed or not)	
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For Aarvi Encon Limited

Sd/-

Leela Bisht

Company Secretary & Compliance Officer

Registered Office:

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

Date: January 23, 2023

Place: Mumbai