



Awfis Space Solutions Limited

Corporate Identity Number: L74999DL2014PLC274236

Registered and Corporate Office: C-28 & 29, Qutab Institutional Area, New Delhi 110016, India

Website: www.awfis.com; **Email:** cs.corp@awfis.com

Telephone: +91 11 4106 1878

Notice is hereby given that the Tenth (10th) Annual General Meeting ("AGM/Meeting") of the members of **Awfis Space Solutions Limited** ("the **Company**") will be held on Friday, 27th September 2024, at 4:30 p.m. (Indian Standard Time) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") for which purpose the Registered Office of the Company situated at C-28 & 29, Qutab Institutional Area, New Delhi 110016, India shall be deemed as the venue for the Meeting whereat the proceedings of the AGM shall be deemed to have been conducted, to transact the following business:

Ordinary Business(es):

1. To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the reports of Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Arjun Shankar Bhartia (DIN: 03019690), who retires by rotation and being eligible, offers his candidature for re-appointment;
3. To appoint a Director in place of Mr. Amit Ramani (DIN: 00549918), who retires by rotation and being eligible, offers his candidature for re-appointment;
4. Appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 001076N/N500013) as the Statutory Auditors of the Company and to fix their remuneration and in this regard, to give assent or dissent to the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, and such other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company ("Board"), M/s. Walker Chandiook & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 001076N/N500013) be and are hereby appointed as Statutory Auditors of the Company, to hold the office from the conclusion of the 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2029, at

such remuneration as may be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board (which term shall include any Committee of the Board authorized in this regard) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

Special Business(es):

5. To alter the Article of Association of the Company and in this regard, to give assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and such other approvals as may be necessary, the consent of the members of the company be and is hereby accorded to alter the Part B of the Articles of Association of the Company as below:

- a. Definition of Peak XV of Article 1 of Part B of the Articles of Association of the Company stands omitted;
- b. Definition of Shareholder Group of Article 1 of Part B of the Articles of Association of the Company shall be substituted with the following definition, namely:

Shareholders Group means each of the following groups of Shareholders (i) the CC Shareholders (such Shareholder Group, the "CC Shareholder Group"), (ii) New Investor Group; and (iii) the Promoter (such Shareholder Group, the "Promoter Shareholder Group".
- c. Sub-Article (a) of Article 2 of Part B of the Articles of Association of the Company stands omitted."

RESOLVED FURTHER that Mr. Amit Ramani Chairman and Managing Director of the Company and/or Mr Amit Kumar Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required for giving effect to this resolution including but not limited to delegation of any powers conferred upon the Board by this resolution to any officials / Committees of the Company

to execute required documents, deeds, writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the members to that end and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of
For **Awfis Space Solutions Limited**

Registered Office:
C-28-29, Kissan Bhawan, Qutab Institutional Area,
New Delhi-110016
E-mail ID: cs.corp@awfis.com
Telephone: +91 11 41061878

Amit Kumar

Company Secretary and Compliance Officer
ACS No. A31237
Date: August 31, 2024
Place: New Delhi

Notes:

1. Pursuant to the General Circular No. 09/2023 dated 25 September 2023 issued by Ministry of Corporate Affairs ("MCA") read together with previous circulars issued by the MCA in this regard (collectively to be referred to as "MCA Circulars") and Circular No. CFD-PoD-2/P/CIR/2023/167 dated 07 October 2023 issued by the Securities and Exchange Board of India ("SEBI") read together with other circulars issued by SEBI in this regard (collectively to be referred to as "SEBI Circulars"), Companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of Members at a common venue till 30th September 2024. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Act read with the Listing Regulations and SS-2, setting out material facts relating to businesses under Item no. 02 to 05 are included to be considered in the ensuing AGM.
3. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, Regulation 44 of Listing Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, as amended from time to time, and MCA Circulars, the Company is pleased to provide remote e-Voting facility before the AGM and e-Voting facility at the AGM to its members to exercise their right to vote on all the resolutions proposed to be transacted at the AGM by electronic means. The facility of casting votes by a member using remote e-Voting and e-Voting at the AGM will be provided by NSDL.

The Members can opt for only one mode of voting i.e. remote e-Voting or e-Voting at the AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting at the AGM will not be considered.

The instructions for joining the AGM through VC / OAVM, remote e-voting and e-voting during the AGM are provided in this Notice under Note No. 24.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. As the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto. The deemed venue for the AGM shall be the registered office of the Company.
6. The Company has enabled the members to participate at the AGM through VC facility. The instructions for participation by members are given in the subsequent pages. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
7. The relevant details, pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed herewith as Annexure - A.
8. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
 10. Information regarding particulars of the Director(s) seeking re-appointment as required the provisions of SS-2 and as per Regulation 36(3) of the Listing Regulations, as applicable, forms part of this Notice. The Company has received the requisite consent/declarations from the Directors for their re-appointment under the Act and the rules made thereunder.
 11. In terms of provisions of Section 107 of the Act since the resolutions as set out in the notice are being conducted through e-voting, the said resolutions will not be decided by show of hands at the AGM.
 12. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 13. Members holding shares in demat form are requested to provide their e-mail address, mobile number, bank details and details relating to nomination to their Depository Participant(s) ("DP's"), in case the same are not updated.
 14. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose E-mail ID is registered with the Company/Depository Participants ("DPs"). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at www.awfis.com, website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com. No physical copy of the Notice and the Annual Report has been sent to Members who have not registered their E-mail IDs with the Company/DPs/Company's Registrar & Transfer Agent ("RTA"), Bigshare Services Private Limited ("Bigshare").
 15. Members whose E-mail ID is not registered and who wish to receive the Notice of the AGM, Annual Report and all other communications by the Company, from time to time, may get their E-mail ID registered by submitting Form ISR-1 to Bigshare at bssdelhi@bigshareonline.com or to the Company at cs.corp@awfis.com. However, for the shares held in demat form, Members are requested to write to their respective DPs.
 16. All correspondence for shareholder services should be addressed to the RTA of the Company viz. Bigshare Services Private Limited, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai 400 093, Maharashtra, India, Tel. No.: +91 22 6263 8200, E-mail: investor@bigshareonline.com.
- notice of AGM are requested to send their queries in advance, at least seven days before AGM through E-mail at cs.corp@awfis.com by mentioning their name, DP ID and Client ID/ Folio No., E-mail ID, mobile number.
18. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered E-mail ID mentioning their name, DP ID and Client ID/ Folio No., No. of shares, PAN, mobile number at cs.corp@awfis.com at least seven (7) days prior to date of AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
 19. All shareholders attending the AGM will have the option to post their comments/queries through a dedicated Chat box that will be available below the Meeting screen.
 20. The 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, and the Certificate from Secretarial Auditors of the Company certifying that the Employee Stock Option Scheme of the Company are being implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 shall be made available for inspection by the Members during the AGM at the website of the Company i.e. <https://www.awfis.com/investor-relations>.
 21. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cs.corp@awfis.com.
 22. Non-Resident Indian Members are requested to inform Bigshare/their respective DPs, immediately of (a) change in their residential status on return to India for permanent settlement; and (b) particulars of their bank accounts maintained in India with complete details.

23. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

- i. The remote e-voting period begins on September 24, 2024 at 09:00 A.M. and ends on September 26, 2024 at 05:00 P.M. During this period, Members whose name appears in the Register of Members/Beneficial Owners as on the cut-off date i.e., Friday, September 20, 2024 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of

PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS/QUERIES

17. The Members who have any questions on financial statements or on any agenda item proposed in the

the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

- iii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, September 20, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 022 – 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Monday, September 20, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

- iv. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access and log-in to NSDL e-voting system

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-voting system

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 and joining virtual meeting 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. 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 or joining virtual meeting & voting during the meeting. 2. 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 3. 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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 use your existing my easi username & password. 2. 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 or joining virtual meeting & voting during the meeting. 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. 3. 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. 4. 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 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 or joining virtual meeting & voting during the meeting.

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.com or call at 022 - 4886 7000
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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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.
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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.

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 rsbhataics@aol.com with a copy marked to evoting@nsdl.com. 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.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

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.corp@awfis.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.corp@awfis.com.

[com](http://www.evoting.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

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 EGM/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 EGM/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 AGM THROUGH VC/OAVM:

1. The Members can join the AGM in the VC/ OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first serve basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
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 cs.corp@awfis.com by mentioning their name, demat account number/folio no., E-mail ID, mobile number. The same will be replied by the Company suitably.
7. Any member who needs assistance before or during the AGM, 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.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

24. The Board of Directors of the Company has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (C.P. No. 2514) as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during the 10th AGM in a fair and transparent manner. The Scrutinizer will, after conclusion of e-Voting at the Meeting, scrutinize the votes cast at the Meeting through e-Voting and Remote e-Voting and make a consolidated Scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Meeting or a person authorised by him in writing who shall countersign the same. The Chairman or any other person authorised by the Chairman, shall declare the results within the prescribed timelines under applicable laws.

The said results along with the report of the Scrutinizer will also be placed on the website of the Company www.awfis.com and on the website of NSDL at www.evoting.nsdl.com and shall also be displayed at the registered and corporate office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and available at www.bseindia.com and www.nseindia.com. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

25. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting i.e., Friday, September 27, 2024.
26. The recorded transcript of this Meeting, shall as soon as possible, be made available on the website of the Company.

By Order of the Board
For **Awfis Space Solutions Limited**

Amit Kumar
Company Secretary and Compliance Officer
ACS No. A31237

Date: August 31, 2024
Place: New Delhi

Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the Notice:

Item No. 2 & 3

As the Members are aware, the Company was recently converted from a Private Limited Company to a Public Limited Company. With this conversion, the Company is now subject to certain provisions of the Companies Act, 2013, that were previously not applicable. One such provision pertains to the retirement and re-appointment of Directors.

In accordance with Section 152 of the Companies Act, 2013, and the Articles of Association of the Company, not less than two-thirds of the total number of Directors (other than Independent Directors) are liable to retire by rotation. Out of these, one-third of the Directors shall retire at every Annual General Meeting and, if eligible, may offer themselves for re-appointment.

Mr. Arjun Shanker Bhartia and Mr. Amit Ramani, who have been serving on the Board of the Company, are both liable to retire by rotation at the forthcoming Annual General Meeting of the Company. Both Mr. Arjun Shanker Bhartia and Mr. Amit Ramani, being eligible, have offered themselves for re-appointment as Directors of the Company.

The Board of Directors believes that the continued association of Mr. Arjun Shanker Bhartia and Mr. Amit Ramani would be beneficial to the Company, considering their expertise and experience. Therefore, the Board recommends their re-appointment as Directors of the Company.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Arjun Shanker Bhartia and Mr. Amit Ramani, are in any way concerned or interested in the resolution set out at Item Nos. 2 and 3 of the Notice.

The Board recommends the resolutions set out at Item Nos. 2 and 3 of the Notice for the approval of the Members by way of Ordinary Resolutions.

Item No. 4

M/s. S. R. Batliboi & Associates LLP (Firm Registration No. 101049W/E300004), Chartered Accountants, were appointed as Statutory Auditors by the members at the 6th Annual General Meeting of the Company held on 11th December 2020. Their term was effective from the conclusion of the 6th Annual General Meeting until the conclusion of the ensuing Annual General Meeting.

Due to the completion of the term of the current auditor resulting into a vacancy, The Board of Directors have, based on the recommendation of the Audit Committee, at its meeting held on 28th August, 2024, proposed the appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 001076N/N500013) (Walker Chandiook) as the Statutory Auditors of the Company for a term of 5 (five) consecutive years, to hold office from the conclusion of the 10th AGM till the conclusion of the 15th AGM of the Company.

Walker Chandiook is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018). Walker Chandiook is one of the renowned and leading professional services firms in India in this field of audit, and has the adequate scale and capacity, to serve the Company's audit requirements. Walker Chandiook have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board of Directors of the Company, based on the fee proposal received and on the recommendation of the Audit Committee, have proposed a professional fee of upto INR 72,50,000/- plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, to Walker Chandiook for the financial year 2024-25, towards carrying out the Statutory Audit of the Company including Limited Reviews and full year audit. The Board may revise the fees payable to the Statutory Auditors, as per the recommendation of the Audit Committee, as may be mutually agreed with the Statutory Auditors of the Company.

In the opinion of the Audit Committee and the Board of Directors of the Company, the fees, payable to Walker Chandiook, is based on the fee proposal received at the time of selection of the Statutory Auditors by the Audit Committee, there are no material changes therein in the fee payable to such auditor from that paid to the outgoing auditor and are also in line with the industry standards.

It is proposed to give authority to the Board, on the recommendation of the Audit Committee, to agree, revise, review and vary the terms & conditions of such appointment, remuneration etc. and to fix the remuneration to be paid for the subsequent years during their remaining tenure as the Statutory Auditors of the Company including out of pocket expenses and applicable taxes.

In addition to the statutory audit, the Company will also obtain certifications from M/s. Walker Chandiook & Co LLP Chartered Accountants LLP under various statutory regulations and other permissible non audit services as required from time to time, for which their remuneration shall be approved by the Audit Committee, in accordance with the provisions of Sections 142 and 144 of the Act.

None of the Directors and Key Managerial Personnels of the Company or their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

The Company vide postal ballot dated 26th June, 2024 sought the approval of members of the Company to alter the Article of Association ("Articles") of the Company by inserting part B to the Articles wherein limited special rights were made available 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.

Company has received a request from Peak XV Partners Investments V, to waive its right to nominate a director to the Board of the Company. Upon receipt of this request, the limited special rights stand canceled, necessitating further amendments to the Articles of Association of the Company to formally remove their right to nominate a director.

The Board recommends that Item No. 5 to be approved by the members as a special resolution.

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

By Order of the Board
For **Awfis Space Solutions Limited**

Amit Kumar
Company Secretary and Compliance Officer
ACS No. A31237

Date: August 31, 2024
Place: New Delhi

Annexure-A

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed / re-appointed:

Name of the Director	Mr. Arjun Shanker Bhartia (DIN: 03019690)	Mr. Amit Ramani (DIN: 00549918)
Date of Birth & Age	21st February, 1987 aged about 37 years	15th April, 1974 aged about 50 Years
Qualification	Graduated from Brown University, USA in 2008 with a degree in Economics	Bachelor's degree in architecture from School of Planning and Architecture, New Delhi, Master's degree in architecture from Kansas State University, USA and Master's degree in science from Cornell University, USA.
Terms and Conditions of appointment/re-appointment	Non-Executive Director, liable to be retire by rotation	Executive Director, liable to be retire by rotation
Details of Remuneration sought to be paid	Not Applicable	<ul style="list-style-type: none"> i. Base compensation: INR 23.00 million, per annum with effect from 1st April, 2024 to 31st March, 2027. ii. Perquisites / Ex-gratia amounting to INR 7.50 million per annum with effect from 1st April, 2024 to 31st March, 2027. iii. Annual Bonus: Cumulative INR 40.00 million, per annum with effect from 1st April, 2024 to 31st March, 2027 (payable on half yearly basis). iv. He is entitled to such increments up to 30% of his total remuneration, subject to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company; v. He is also eligible for the following perquisites, to the extent allowed under the Income Tax Act, 1961, which will be over and above the base compensation and perquisites mentioned above and shall not be included in his fixed remuneration: <ul style="list-style-type: none"> a. contribution towards provident fund, superannuation fund, annuity fund, national pension scheme, as per the policy of our Company; b. gratuity and/ or contribution to the gratuity fund of our Company, as per the policy of our Company; and c. encashment of leaves, as per the rules of the Company, at the end of his tenure
Last Remuneration drawn (Per Annum)	NA	₹ 92.10 million
Experience & Expertise	Mr. Arjun Shankar Bhartia is a Non-Executive Director on the Board of our Company. He holds a bachelor's degree in arts from Brown University, USA. He has seven years of experience in managerial positions. He is currently serving as the promoter and director of Jubilant Consumer Private Limited and the promoter and Managing Director on the board of directors of Jubilant Pharmova Limited. He has previously served as an associate consultant with Bain & Company India Private Limited.	Mr. Amit Ramani is the Chairman and Managing Director on the Board of our Company. He holds a bachelor's degree in architecture from School of Planning and Architecture, New Delhi, a master's degree in architecture from Kansas State University, USA and a master's degree in science from Cornell University, USA. He has approximately 20 years of experience in the field of real estate and workplace solutions. He was previously associated with Nelson Planning and Designs Private Limited as the promoter and managing director. He has also worked with Nelson Worldwide, LLC, in his capacity as a senior vice president, and Hellmuth, Obata + Kassabaum, Inc. (HOK), New York, in his capacity as a consultant. He has been recognised by The Economic Times – most promising business leaders of Asia 2019-2020, for demonstrating exemplary leadership qualities. He has also been recognised as one of the top 100 great people managers in the country, as part of the great people manager study 2023.

Name of the Director	Mr. Arjun Shanker Bhartia (DIN: 03019690)	Mr. Amit Ramani (DIN: 00549918)
Date of first appointment on the Board	11th November, 2023	12th December, 2014
No. of equity shares held in the Company	10,47,555 Equity Shares	1,21,63,084 Equity Shares
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	None	None
Number of Board Meetings attended during FY 2024	3	14
Other Directorships	Jubilant Consumer Private Limited Jubilant Enpro Private Limited Jubilant Ingrevia Limited Jubilant Pharmova Limited	Awliv Living Solutions Private Limited. Delton cables Limited
Listed entities from which the director has resigned in the past three years	NA	NA
Other Membership and Chairmanship of Committee	As mentioned below	Mr Amit Ramani is a member of Audit Committee of Delton Cables Limited
Brief Resume along with Justification note	Arjun Bhartia is a Non-Executive Director on the Board of our Company. He holds a bachelor's degree in arts from Brown University, USA. He has seven years of experience in managerial positions. He is currently serving as the promoter and director of Jubilant Consumer Private Limited and the promoter and managing director on the board of directors of Jubilant Pharmova Limited. He has previously served as an associate consultant with Bain & Company India Private Limited.	Amit Ramani is the Chairman and Managing Director on the Board of our Company. He holds a bachelor's degree in architecture from School of Planning and Architecture, New Delhi, a master's degree in architecture from Kansas State University, USA and a master's degree in science from Cornell University, USA. He has approximately 20 years of experience in the field of real estate and workplace solutions. He was previously associated with Nelson Planning and Designs Private Limited as the promoter and managing director. He has also worked with Nelson Worldwide, LLC, in his capacity as a senior vice president, and Hellmuth, Obata + Kassabaum, Inc. (HOK), New York, in his capacity as a consultant. He has been recognised by The Economic Times – most promising business leaders of Asia 2019-2020, for demonstrating exemplary leadership qualities. He has also been recognised as one of the top 100 great people managers in the country, as part of the great people manager study 2023.
Compliance of SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed Companies.	Yes	Yes

Details of Arjun Shanker Bhartia Committee Chairmanship/membership of Indian public companies are given below:

Sr No	Name of Company	Name of Committee	Chairman/Member
1	Jubilant Pharmova Limited	Sustainability & CSR Committee	Member
		Quality Committee	Member
		Finance Committee	Member
		Capital Issue Committee	Member
		Fund Raising Committee	Member
		Risk Management Committee	Member
2	Jubilant Ingrevia Limited	Audit Committee	Member
		Sustainability & CSR Committee	Member
		Risk Management Committee	Member
		Finance Committee	Member