

ART NIRMAN LTD

CIN:L45200GJ2011PLC064107

Registered Office:410,JBR Arcade, Science City Road, Sola, Ahmedabad, Gujarat-380060.

(O): 079 27710511/12 **(E):** cs@artnirman.com **(W):** www.artnirman.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that, pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings ("SS-2") and pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), for the approval of the Members of the Company through Postal Ballot including electronic voting (e-voting) for the resolution set out hereinafter.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

Pursuant to rule 22(5) of the Rules, the Board of Directors of the Company (the "Board"), has appointed M/s. Yash Mehta & Associates, Company Secretaries, having Membership No. 45267 and CP No. 16535, to act as Scrutinizer for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the Form in original duly completed and signed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at M/s. Yash Mehta & Associates, Company Secretaries, Scrutinizer, C/o: 67, Chinubhai Tower, Opp. Handloom House, Ashram Road, Ahmedabad, Gujarat - 380009 on or before 5:00 P.M on 24th August, 2019.

In accordance with the provisions of Section 110 of the Companies Act, 2013 read with the applicable rules of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 19th July 2019, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other person authorized by him after completion of the scrutiny of Postal Ballots and e-voting on or before 5.00 p.m on 26th August, 2019 at the Registered Office of the company at 410, JBR Arcade, Science City Road, Sola, Ahmedabad, Gujarat-380060. The said results will also be displayed at the notice board of the Registered Office of the Company, intimated to the NSE Ltd. (NSE) where the Company's Shares are listed, and displayed on the website of the Company i.e. www.artnirman.com.

Pursuant to Regulation 277 of ICDR Regulations, 2018 the Resolution shall be passed by requisite majority i.e. public shareholders in favour of the proposal amounting to at least two times the number of votes cast by public shareholders against the proposal and the last date of receipt duly filled Postal Ballot Forms will be 24th August, 2019 till 5:00 pm. Which shall be deemed to be the date of passing special resolution.

Item of Business requiring consent of shareholders through Postal Ballot:

RESOLUTION No.1:

MIGRATION FROM NSE SME EMERGE PLATFORM TO MAIN BOARD OF NSE LTD.:

To Consider and if thought fit, to pass the following resolution as a Special Resolution with requisite majority:

SPECIAL RESOLUTION

“RESOLVED THAT, pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and other applicable provisions, if any, of the Companies Act, 2013, ICDR Regulations and other SEBI Regulations and the rules framed there under, including any amendment, modification, variation or reenactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform of National Stock Exchange of India Ltd. (“NSE Ltd.”) i.e. EMERGE to the Main Board of NSE Ltd. and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.

“RESOLVED FURTHER THAT, all the Directors and/or the Company Secretary of the Company be and are hereby authorised jointly and severally to deal with any Government or Semi Government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Ltd., Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of giving effect to aforementioned resolution.

“RESOLVED FURTHER THAT, all the Directors and/or the Company Secretary of the Company be and are hereby authorized jointly and severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

Date: 19.07.2019

Place: Ahmedabad

By order of the Board of Directors

For ART NIRMAN LTD

Sd/-

Yesha Yatishbhai Shah

Company Secretary & Compliance Officer

Membership No.: A58741

Notes:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this notice.
2. The Board of Directors has, at their meeting held on July 8, 2019, appointed M/s. Yash Mehta & Associates, Company Secretaries, having Membership No. 45267 and CP No. 16535 to act as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, received from Registrar and Transfer Agents (RTA) as on Friday, July 19, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed envelope. A person who is not a member as on the cutoff date should accordingly treat the Postal Ballot notice for information purpose only.
4. A copy of this notice has been placed on the website of the Company www.artnirman.com and shall remain on the website until the last date for receipt of postal ballot forms from the shareholders.
5. The postal ballot form for voting by shareholders is enclosed.
6. In accordance with the Rule 22(3) of the Companies (Management and Administration) Rules, 2014 after the postal ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper.
7. Members whose names appear on the Register of Members / List of Beneficial Owners on Friday, July 19, 2019, will only be considered for the purpose of voting.
8. Voting rights shall be reckoned on the paid - up value of shares registered in the names of the respective Members of the Company as on Friday, July 19, 2019.
9. A Member cannot exercise his/her vote by proxy on postal ballot.
10. Members exercising their vote are requested to read carefully the instructions printed in the Postal Ballot form and return the form duly completed and signed, in the enclosed self-addressed pre-paid postage business reply envelope so as to ensure that votes reach the Scrutinizer not later than 05:00 p.m, on or before Saturday, August 24, 2019 ("Last Date"). Postal ballot Form(s) received after the Last Date will be treated as if reply from the Shareholder has not been received and the same shall not be considered for the purpose of Postal Ballot voting.

11. The Scrutinizer will submit his report to the Chairman as soon as possible after the Last Date of receipt of all Postal Ballots but not later than 48 hours thereof. Upon completion of the scrutiny of the Postal Ballot votes, the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly authorized, by Monday, August 26, 2019 at the registered office of the company situated at 410, JBR Arcade, Science City Road, Sola, Ahmedabad, Gujarat-380060. The result of postal ballot along with the Scrutinizer's report will be placed on the Company website at www.artnirman.com and will also be communicated to the Stock Exchange where the equity shares of the Company are listed, Depository, Registrar and Share Transfer Agent on the said date.
12. All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 p.m., Saturday, August 24, 2019.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
14. In case of joint-holding, the postal ballot form must be completed and signed (as per the specimen signature registered with the company) by first named member and in his/her absence, by the next named member.
15. The last date of receipt of postal ballot i.e. Saturday, August 24, 2019 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.
16. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with Central Depository Services (India) Ltd (CDSL) to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.

PROCEDURE FOR REMOTE E-VOTING:

- 1) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Postal Ballot Notice by electronic means. The Company has engaged the services of the Central Depository Services (India) Ltd (CDSL) to provide the e-voting facility.
- 2) The e-voting period shall commence at 09:00 AM on 26th July 2019 and end at 05:00 PM on 24th August, 2019. During this period, Members of the Company, holding shares either in physical or de-materialised form, as on the cut-off date i.e. 19th July 2019, may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services

(India) Ltd (CDSL) for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

STEPS FOR REMOTE E-VOTING:

- a) Open the internet browser and type the following URL: <https://www.evotingindia.com>
- b) Click on Shareholders – Login.
Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below.

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- g) After entering these details appropriately click on 'SUBMIT' tab.
- h) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat

holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential

- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the **EVSN:190718004** of Art Nirman Limited on which you choose to vote.
- k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- m) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- r) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

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

The Company was listed on NSE SME Emerge Platform on 19th October, 2016. In terms of present rules/regulations, the Equity Shares listed on SME platform can be migrated to Main Board of Stock Exchange after an initial period of 2 years from the date of listing. So the company intends to migrate to the Main Board of NSE Ltd. as per the guidelines specified by and procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

Your company is well poised to migrate on the Main Board of NSE and the eligibility criteria for migration on Main Board are fulfilled. The listing on Main Board of NSE will make your company one of the prestigious company listed on one of the largest Stock Exchange of India i.e. NSE. The listing on Main Board is likely to have wider participation from investors at large and trading in the equity shares of the company on the Main Board will go on the long way in enchanting the image and goodwill of the company. The benefits of listing on Main Board in the form of market capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the shareholders or the company and will also open up avenues of considering further resources raising if required, for the business purpose. This will help the company to grow further and expand the opportunities of business. Further, listing on the Main Board of NSE Ltd. will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

In accordance with Regulation 277 of ICDR Regulations, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Accordingly, the Board recommends the Resolution in the Postal Ballot Notice to be passed as Special Resolutions by the Members through Postal Ballot.

The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of NSE Ltd. to Main Board of NSE Ltd. as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholdings in the Company.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM hours on 24th August 2019.

Date: 19.07.2019

Place: Ahmedabad

By order of the Board of Directors

For ART NIRMAN LTD

Sd/-

Yesha Yatishbhai Shah

Company Secretary & Compliance Officer

Membership No.: A58741

ART NIRMAN LTD
CIN:L45200GJ2011PLC064107

Registered Office:410, JBR Arcade, Science City Road, Sola, Ahmedabad, Gujarat-380060.
(O): 079 27710511/12 **(E):** cs@artnirman.com **(W):** www.artnirman.com

Serial No. _____

POSTAL BALLOT FORM

1. Name(s) of Shareholder(s) : _____
(Including joint holders, if any)
2. Registered address of the sole/first named Shareholder : _____
3. Registered folio no./DP Id No.*/Client Id No.* : _____
(*Applicable for shares held in dematerialised form)
4. Number of share(s) held as on 19th July, 2019 : _____

I/We hereby exercise my/our vote in respect of the Special resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 19th July 2019 by conveying my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of Equity shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Migration of the Company from NSE SME Emerge Platform to Main Board of NSE Ltd.			

Place:

Date:

Signature of Shareholders(s)

Notes:

1. Kindly read the instructions printed overleaf before filing the form.
2. Please return the duly filled and signed postal ballot form in the envelope enclosed herewith.
3. In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/ Power of Attorney should be sent along with the Ballot Form.
4. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
5. If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form

ELECTRONIC VOTING PARTICULARS		
EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD/PIN
190718004		
Commencement of Voting		End of Voting
Friday, 26 th July, 2019 at 9:00 a.m. (IST)		Saturday, 24 th August, 2019 at 5:00 p.m. (IST).

INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope.
2. The self-addressed business reply envelope bears the name of the scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Form should reach the Company not later than 05:00 P.M on or before 24th August 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. Votes will be considered invalid on the following grounds:
 - a) A form other than one issued by the company has been used;
 - b) It has not been signed by or on behalf of the Member,-
 - c) Signature on the postal ballot form doesn't match the specimen signatures with the company;
 - d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - e) Neither assent nor dissent is mentioned;
 - f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - g) The envelope containing the postal ballot form is received after the last date prescribed;
 - h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i) It is received from a Member who is in arrears of payment of calls;
 - j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
8. Members are requested not to send any paper (other than the resolution/authority) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer and the Company will not be able to act on the same.
9. Postal Ballot Forms which are in complete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
10. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. Kindly note that the members can opt for only one mode of voting i.e. either Postal Ballot Form or E-voting. However, in case the members cast their vote both by Postal Ballot Form and E-voting, then voting done through valid E-voting shall prevail and the voting done by Postal Ballot Form will be treated as invalid.
11. The result of the Postal Ballot will also be posted on the website of the Company www.artnirman.com.