

Date: December 23, 2025

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

**SUBJECT: Intimation under Regulation 30 of SEBI (LODR) Regulations, 2015: Notice of Postal Ballot and Remote E-Voting.**

Dear Sir/Ma'am,

This is to inform that the Company is conducting Postal Ballot for seeking the approval of Members of the Company through postal ballot via remote e-voting on the following Items:

S. No.	Particulars
1.	Approval for sale and transfer of the Company's Design and Build Business (D&B Business/Undertaking) on slump sale basis to Awfis Transform Private Limited ("ATPL"), a Wholly Owned Subsidiary of the Company

The said Notice is also available on the website of the Company <https://www.awfis.com/investor-relations/initial-public-offer/compnayAnnouncement> and on the website of National Securities Depository Limited ("NSDL"): [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In accordance with applicable laws and circulars issued by MCA and SEBI, the said Notice is being sent by an e-mail on December 23, 2025 only to those eligible Members who have already registered their e-mail address with the Depositories / their depository participant / the Company's Registrar and Share Transfer Agents Bigshare Services Private Limited / the Company as on Friday, December 19, 2025 ("Cut-off Date"). The communication of assent/ dissent of the members on the resolutions proposed in the Notice will only take place through the remote e-voting system.

The Company has appointed NSDL for facilitating e-voting to enable the members to cast their votes electronically. The remote e-voting period shall commence on Wednesday, December 24, 2025 at 09:00 a.m. and shall end on Thursday, January 22, 2026 at 05:00 p.m. (both days inclusive).

The results of the postal ballot shall be declared on or before Saturday, January 24, 2026. Further, the results along with the scrutinizer's report shall be placed on the website of the Company i.e. [www.awfis.com](http://www.awfis.com) and shall also be communicated to and placed on the websites of BSE Ltd. i.e. [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. i.e. [www.nseindia.com](http://www.nseindia.com).

**Corporate and Regd. Office**

Awfis Space Solutions Limited  
C-28-29, Kissan Bhawan, Qutab Institutional Area, New Delhi – 110016  
[www.awfis.com](http://www.awfis.com) | **Email:** [info@awfis.com](mailto:info@awfis.com) | **Phone:** 011- 69000657

CIN: L74999DL2014PLC274236



You are requested to kindly take the above information on record

**Thanking You,**

**For Awfis Space Solutions Limited**

**Shweta Gupta**

**Company Secretary and Compliance Officer**

**M. No. F8573**

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

**Encl:- Copy of Postal Ballot**

**Corporate and Regd. Office**

Awfis Space Solutions Limited

C-28-29, Kissan Bhawan, Qutab Institutional Area, New Delhi – 110016

**www.awfis.com | Email:** info@awfis.com | **Phone:** 011- 69000657

**CIN:** L74999DL2014PLC274236





## Awfis Space Solutions Limited

Corporate Identity Number: L74999DL2014PLC274236

Registered & Corporate Office: C - 28 & 29, Kissan Bhawan, Qutab Institutional Area, New Delhi 110 016, India

Website: [www.awfis.com](http://www.awfis.com), Email: [cs.corp@awfis.com](mailto:cs.corp@awfis.com), Telephone: +91 11 4106 1878

### POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given to the members of **Awfis Space Solutions Limited** (the "Company") that pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended ("**the Act**"), read Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 ("**MCA Circulars**") and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and any other applicable provision of Listing Regulations, any circular issued by the Securities and Exchange Board of India ("**SEBI**"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("**SS-2**") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), following resolution be passed by the members of the Company (as on the Cut-off Date), through postal ballot ("**the Postal Ballot**") only by way of remote e-voting ("**e-voting**"):

S. No.	Particulars
1.	<b>Approval for sale and transfer of the Company's Design and Build Business (D&amp;B Business/ Undertaking) on slump sale basis to Awfis Transform Private Limited ("ATPL"), a Wholly Owned Subsidiary of the Company</b>

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the relevant MCA Circulars, the manner of voting on the proposed resolutions are only through to e-voting i.e., by casting vote electronically instead of submitting postal ballot form.

In line with above referred MCA Circulars, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant("DP") as on Friday, 19<sup>th</sup> December, 2025.

The Board of Directors of the Company has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. FCS- 2599, CP No. F2514) as the Scrutinizer for conducting the Postal Ballot process through e-voting, in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS- 2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited ("NSDL") for facilitating e-voting.

Members desiring to exercise their votes 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.

The e-voting facility will be available during the following period:

<b>Commencement of e-voting period</b>	<b>Wednesday, December 24, 2025</b>
<b>Conclusion of e-voting period</b>	<b>Thursday, January 22, 2026</b>
<b>Cut-off date for eligibility to vote</b>	<b>Friday, December 19, 2025</b>

The e-voting facility will be disabled by NSDL immediately after 05:00 p.m. (Indian Standard Time) on **January 22, 2026** and will be disallowed thereafter.

The last date of e-voting, i.e. **January 22, 2026, 5:00 pm (Indian Standard Time)**, shall be the date on which the resolution would be deemed to have been passed.

#### **SPECIAL BUSINESSES:**

##### **Item No. 1: Approval for sale and transfer of the Company's Design and Build Business (D&B Business/ Undertaking) on slump sale basis to Awfis Transform Private Limited ("ATPL"), a Wholly Owned Subsidiary of the Company**

To consider and to give assent or dissent to the following resolution as **special resolution**:

**"RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a), 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder including the Companies (Management and Administration) Rules, 2014, the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), provisions of the Memorandum and Articles of Association of the Company, pursuant to any other rules, regulations, notifications, circulars and clarifications issued from time to time, by the Ministry of Corporate Affairs, the Securities and Exchange Board of India, stock exchanges and any other competent authority, to the extent applicable, the consent of the Members of the Company be and is hereby granted to the Board of Directors (including any duly constituted Committee thereof) to sell or transfer or otherwise dispose of Design and Build Business ("Undertaking") by way of slump sale (as defined in Section 2(42C) of the Income-tax Act, 1961), to its Wholly Owned Subsidiary, Awfis Transform Private Limited ("**ATPL**"), together with all specified tangible and intangible assets, including licenses permissions and approvals, all personnel/employees, rights, liabilities, litigations, obligations, benefits and other assets in relation to the Undertaking for a lump sum consideration as detailed below, as a going concern on a slump sale basis on an "as is where is" basis or in any other manner as may be decided by the Board and subject to such terms and conditions as specified in the business transfer agreement (the "**BTA**") entered into between the Company and ATPL or in any other manner as may be decided by the Board.

**RESOLVED FURTHER THAT** the consideration for the said transfer of the Undertaking shall be determined based on the fair value determined through a valuation report to be obtained from an independent registered valuer on or before 31<sup>st</sup> March 2026 and shall be discharged ATPL as provided under the Business Transfer Agreement executed between the Company and ATPL and for reference, the book value of the Undertaking as on 30<sup>th</sup> September, 2025 is approximately INR 265.91 Million (INR Two Hundred Sixty Five point Nine One Million).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalise, execute and to give effect to the necessary documents including but not limited to definitive agreements, business transfer agreement, deeds of assignment / conveyance and other ancillary documents with effect from such date and in such manner as may be decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, and other ancillary documents and undertake, accept and execute any amendments, additions or modifications for and on behalf of the Company, removing any difficulty arising in relation to the proposed transfer, submitting all necessary applications, any variations, reportings, documents, and filings with and make representations in respect thereof with statutory, governmental or regulatory authorities, and take all other steps which may be incidental, consequential, relevant or ancillary in this connection, without being required to secure any further consent or approval of the Members of the Company and that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as may be required for *inter alia* agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.

**RESOLVED FURTHER THAT** all the actions taken by the Board of Directors in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified, and confirmed in all respects.”

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

**Sd/-  
Shweta Gupta  
Company Secretary and Compliance Officer  
M No. F8573**

**Date: 24-12-2025  
Place: New Delhi**

**Notes:**

- 1) The explanatory statement pursuant to Section 102 read with Section 110 of the Act, and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reason/ rationale for proposed resolution is annexed herewith.
- 2) In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions are restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
- 3) Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Friday, December 19, 2025, being the Cut-off Date fixed for this purpose. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
- 4) The resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
- 5) The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 48 hours from the conclusion of e-voting i.e. on or before 05.00 p.m. Indian Standard Time on January 22, 2026 and will also be displayed on the Company's website i.e. [www.awfis.com](http://www.awfis.com), on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and communicated to the stock exchanges where the share of the company are listed. The results will also be displayed on notice board at the Registered Office of the Company at C-28-29, Kissan Bhawan, Qutab Institutional Area, South Delhi, New Delhi, India - 110016.
- 6) All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company on all working days (except Saturday & Sunday) between 11:00 a.m. to 01:00 p.m. from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting. Members may send their requests to [cs.corp@awfis.com](mailto:cs.corp@awfis.com) having subject line of "Inspection of Documents" from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
- 7) Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP). Members holding shares in physical mode are requested to update their email addresses with the Company's RTA.
- 8) Members may follow the process detailed below for availing update services from Registrar and Transfer Agent:

Type of Holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the Registrar and Transfer Agent of the Company
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.

- 9) SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's Big Share Services Private Limited ("RTA") either by email to [bssdelhi@bigshareonline.com](mailto:bssdelhi@bigshareonline.com) or by post to, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai 400 093, Maharashtra, India Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).
- 10) For any queries or grievances pertaining to e-voting, shareholders are requested to contact Bigshare Services Private Limited either by email at [bssdelhi@bigshareonline.com](mailto:bssdelhi@bigshareonline.com) or by post at 302, Kusal Bazar, 32-33, Nehru Place, New Delhi-110053. Shareholders can also contact: Pallavi Mhatre, Senior Manager, National Securities Depository Limited, 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, India, Contact details: [evoting@nsdl.com](mailto:evoting@nsdl.com) Contact number- 022 - 4886 7000 and 022 - 2499 7000.
- 11) SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_ IAD-1/P/CIR/2023/14 dated August 11, 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.
- 12) The process for initiation of Dispute Resolution process is enumerated below:
- An investor/client shall first take up his/ her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
  - If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal ([www.scores.gov.in](http://www.scores.gov.in)) in accordance with SCORES Guidelines.
  - If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client can initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation/s). For more information shareholders are requested to visit the weblink <https://smartodr.in/login>.
- 13) Process to cast votes through e-voting:





The way to vote electronically on NSDL e-voting system consists of "Two Steps" which is 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></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> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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.
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.
4. *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.*
5. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

6. 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

7. 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. 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.

### **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 [rsbhatacs@aol.com](mailto:rsbhatacs@aol.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to (Ms Pallavi Mahatre) at [evoting@nsdl.com](mailto: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 resolution 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](mailto: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) [cs.corp@awfis.com](mailto:cs.corp@awfis.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.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013**

### **Item No. 1: Approval for sale and transfer of the Company's Design and Build Business (D&B Business/ Undertaking) on slump sale basis to Awfis Transform Private Limited ("ATPL"), a Wholly Owned Subsidiary of the Company**

#### **Objective & Rationale:**

The Company is, inter alia, engaged in the business of Design and Build ("D&B Business"), which includes design consultancy, execution of interior fit-out works, and allied services. For the financial year ended 31<sup>st</sup> March, 2025, the D&B Business contributed approximately 23.13% of the total turnover of the Company, amounting to about INR 2,782.58 million, and accounted for net worth of approximately INR 712.67 Millions which is 15.60%.

In order to achieve enhanced operational efficiency, business synergies, and a more focused and specialized management structure, as a part of corporate strategy, the Board of Directors, vide resolution dated 11<sup>th</sup> November, 2025, had proposed to sell, transfer or otherwise dispose of D&B Business to its wholly owned subsidiary, Awfis Transform Private Limited by way of a slump sale on a going concern basis together with all specified tangible and intangible assets, including licenses permissions and approvals, all personnel/employees, rights, liabilities, litigations, obligations, benefits and other assets in relation to the Undertaking. The Undertaking will be transferred for a lump sum consideration on a going concern basis by way of a slump sale on an "as is where is" basis ("Proposed Transaction") and on the terms and conditions as detailed in the Business Transfer Agreement ("BTA") executed between the Company and ATPL dated 23<sup>rd</sup> December, 2025.

The Board evaluated various restructuring options and after careful review of commercial and regulatory aspects and considering that the same is with the wholly owned subsidiary, the slump sale route was found most suitable.

#### **Basis of Price/ Consideration:**

The transaction entails the transfer of the Company's D&B Business undertaking to ATPL, a wholly-owned subsidiary, for a consideration to be determined based on the book value of the assets and liabilities of the Undertaking on or before March 31, 2026 and will be transferred at book value of assets and liabilities on that date i.e. on or before March 31, 2026. In this regard, for reference the Company has obtained a valuation report dated 23<sup>rd</sup> December, 2025, from Mr. Gaurav Sukhija (IBBI/RV/02/2022/14869) Registered Valuer of M/s Kirtane and Pandit LLP (FRN: 105215W/W100057), assessing the fair market value of the undertaking as of 30<sup>th</sup> September, 2025 which has been arrived approximately INR 265.91 Million (INR Two Hundred Sixty Five point Nine One Million). The valuation has been conducted in accordance with applicable tax and regulatory requirements and relevant accounting standards. Based on this assessment, the consideration has been determined at INR 265.91 Million (INR Two Hundred Sixty Five point Nine One Million) subject to final adjustments based on the book value of the assets and liabilities of the Undertaking determined as on the Closing Date and shall be discharged by ATPL as provided under the Business Transfer Agreement executed between the Company and ATPL.

#### **The key terms and conditions of the BTA are as under:-**

The transaction was approved by the Board at its meeting held on 11<sup>th</sup> November, 2025, and 23<sup>rd</sup> December, 2025 based on the recommendations of the audit committee held earlier on 23<sup>rd</sup> December, 2025. Pursuant thereto, the BTA was executed between the Company and ATPL. Under the BTA, the sale and transfer of the Undertaking from the Company to ATPL is conditional upon satisfactory completion of the conditions precedent (including the approval of the Members, lenders and other necessary approvals as may be required for the transaction) by the Company and ATPL.

The transaction is aimed at leveraging the operational synergies and enhancing the shareholders' value.

The proposed transfer may also involve execution of certain ancillary agreements such as intellectual property license / assignment agreement between the Company and ATPL, employee transfer letters/agreements amongst the Company, ATPL and each respective employee, novation/assignment agreements and such other documents, deeds, writings, documents, letters and agreements as may be necessary, incidental or ancillary thereto.

The sale of the said Undertaking will not have any impact on the Company's existing business or on the economic

interest of the shareholders since the proposed transaction is with a wholly-owned subsidiary Company and the members will remain the ultimate beneficiary. Further, the proposed transfer will have no impact on the consolidated financial position and results of the group. The transfer of the Design and Build ("D&B Business") Undertaking will include all assets and liabilities of the Undertaking, including the following components:

- (a) properties, undertakings, rights and assets of the Company relating exclusively or solely to the D&B Business, including movable assets
- (b) insurance policies that are obtained by the Company solely in connection with the D&B Business;
- (c) All liabilities to the extent related to or arising from the D&B Business
- (d) All the employees who are employed and engaged by the Company exclusively in connection with the D&B Business
- (e) books and records, files and data, research material, operating guides and manuals, protocols, specifications, payroll ledgers, invoices, marketing and promotion documentation and materials, internal memos and information relating to customers and suppliers, all plans and work-in-progress related to future products, trade events and publications, accounting files, all licences and permissions, all database, computer programs and all other information on whatever media stored, used for running and operating the D&B Business

The proposed transaction is at arm's length as there is no change in the economic interest of the shareholder of the Company.

#### **Rationale for Shareholders Approval:**

The transaction involving the transfer of the Undertaking to ATPL, qualifies as a related party transaction under Section 188(1)(b) of the Act and Regulation 23 of the Listing Regulations. As the transaction is between the Company and its wholly owned subsidiary, the Act and Listing Regulations provide exemptions for such transactions, provided their financial statements are consolidated and presented to shareholders at the general meeting. Accordingly, the transaction is exempt from the requirement of members' approval under both Section 188(1) and Regulation 23(4).

Further, Members may kindly note that, since the transaction is between the Company and its wholly-owned subsidiary, approval of the public shareholders as contemplated under Regulation 37A of the Listing Regulations is not required, provided the financial statements of the wholly-owned subsidiary are consolidated with those of the Company. Accordingly, the transaction stands exempt from the requirement of Members' approval under Regulation 37A. However, pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013, ('Act'), a company shall not, except with the consent of the members by way of a special resolution, sell, lease, or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Since the proposed transaction involves transfer of the Undertaking, which generated more than 20% of the total income of the Company during the previous financial year, approval of the shareholders under Section 180 (1) (a) of the Act and all other applicable laws is being sought. **Your Directors' recommend the passing of the resolution as a Special Resolution.**

None of the Directors except Mr. Amit Ramani being also director in ATPL and Key Managerial Personnel of the Company and Mr. Rajesh Kharabanda, being also director in ATPL, or their respective relatives are concerned or interested, financially or otherwise, in the above Special Resolution except to the extent of their shareholding interest, if any.

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

**Sd/-**  
**Shweta Gupta**  
**Company Secretary and Compliance officer**  
**M No. F8573**  
**Date: 23-12-2025**  
**Place: New Delhi**