



Awfis Space Solutions Limited

Corporate Identity Number: U74999DL2014PLC274236

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

Website: www.awfis.com, Email: 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 with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Management Rules**"), the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 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, 20/2021 General Circular No dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("**the MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**the LODR Regulations** ") read with SEBI Circular Nos. SEBI/ HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, 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.	Appointment of Mr. Rajesh Kharabanda (DIN: 01495928) as Non-Executive Non-Independent Director of the Company;
2.	Alteration of the Articles of Association of the Company.

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 MCA Circulars, the manner of voting on the proposed resolutions is restricted only 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, June 21, 2024

The Board of Directors of the Company has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. FCS 2599, CP No. F2514) as 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:

Commencement of e-voting period	Thursday, June 27, 2024 at 09:00 a.m. (Indian Standard Time)
Conclusion of e-voting period	Friday, July 26, 2024 at 05:00 p.m. (Indian Standard Time)
Cut-off date for eligibility to vote	Friday, June 21, 2024

The e-voting facility will be disabled by NSDL immediately after 05:00 p.m. (Indian Standard Time) on **Friday, July 26, 2024** and will be disallowed thereafter.

The last date of e-voting, i.e. **Friday, July 26, 2024**, shall be the date on which the resolution would be deemed to have been passed.

SPECIAL BUSINESSES:

Item No. 1: Appointment of Mr. Rajesh Kharabanda (DIN: 01495928) as Non-Executive Non-Independent Director of the Company

To consider and to give assent or dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the (i) provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 ("the Act"), rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (ii) the applicable provisions of the Articles of Association of the Company; (iii) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications; Mr. Rajesh Kharabanda (DIN: 01495928) be and is hereby appointed as non-executive and non-independent Director on the Board of the Company liable to retire by rotation."

Item No. 2: Alteration of the Articles of Association of the Company

To consider and to give assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals as may be necessary, consent of members of the company be and is hereby accorded for alteration by way of insertion of Part B to the Articles of Association of the Company and adoption of restated articles of association.

The alterations and amendments are reproduced as under:

"PART - B

SPECIAL PROVISIONS

The provisions of this Part B shall apply in addition to the provisions of Part A of these Articles of the Company and in case of conflict, the provisions of Part B shall prevail over any Article contained in Part A of these Articles.

1. Definitions:

"CC Shareholders" shall mean Bisque Limited and Link Investment Trust collectively, and each of Bisque Limited and Link Investment Trust individually, as **"CC Shareholder"**.

"New Investor Group" shall mean, collectively, QRG Investments and Holdings Limited, Rajesh Kumar Gupta, Rajiv Goel, Ramesh Kumar Sharma, VBAP Holdings Private Limited, Karmav Real Estate Holdings LLP, Emerge Capital Opportunities Scheme, Arjun Shanker Bhartia, Ashutosh Bihani, Madhu Jain, Saurabh Gupta, and Tarun Khanna.

"Peak XV" shall mean Peak XV Partners Investments V (formerly known as SCI Investments V), a body corporate established under the Laws of Mauritius, and Apex House, Bank Street, Twenty Eight Cybercity, Ebene - 72201, Mauritius.

"Promoter" shall mean Amit Ramani, an adult Indian citizen, with Permanent Account Number AORPR8131G and currently residing at 3/30, First Floor, West Patel Nagar, New Delhi 110 008, India.

"Shareholder Group" means each of the following groups of Shareholders (i) the CC Shareholders (such Shareholder Group, the **"CC Shareholder Group"**), (ii) the Peak XV (such Shareholder Group, the **"Peak XV Shareholder Group"**); (iii) New Investor Group; and (iv) the Promoter (such Shareholder Group, the **"Promoter Shareholder Group"**).

2. Composition of Board

- a) Till such time as the Peak XV Shareholder Group holds at least 5% (five percent) of the Share Capital (on a Fully Diluted Basis), Peak XV shall have the right to nominate 1 (one) Director (**"Existing Investor Director"**) on the Board. It is being clarified that upon the Peak XV Shareholder Group ceasing to hold at least 5% (five percent) of the Share Capital (on a Fully Diluted Basis), Peak XV shall not have the right to nominate any Director on the Board.
- b) Till such time as the CC Shareholder Group holds at least 5% (five percent) of the Share Capital (on a Fully Diluted Basis), Bisque Limited and Link Investment Trust, collectively shall have the right to nominate 1 (one) Director (**"CC Investor Director"**) on the Board. It is being clarified that upon the CC Shareholder Group ceasing to hold at least 5% (five percent) of the Share Capital (on a Fully Diluted Basis), Bisque Limited and Link Investment Trust, collectively shall not have the right to nominate any Director on the Board.
- c) Till such time as the New Investor Group holds at least 5% (five percent) of the Share Capital (on a Fully Diluted Basis), New Investor Group shall collectively have the right to nominate 1 (one) Director (**"New Investor Director"**) on the Board. It is being clarified that upon the New Investor Group ceasing to hold at least 5% (five percent) of the Share Capital (on a Fully Diluted Basis), the New Investor Group shall not have the right to nominate any Director on the Board.
- d) Till such time as the Promoter Shareholder Group holds at least 11% (eleven percent) of the Share Capital (on a Fully Diluted Basis), Amit Ramani shall have the right to nominate 2 (two) Directors (each a **"Promoter Director"**) on the Board, and Amit Ramani shall have the right to nominate 1 (one) Director, as long as the Promoter Shareholder Group holds at least 5% (five percent) of the Share Capital, on a Fully Diluted Basis. Notwithstanding the foregoing, it is agreed that upon the Promoter Shareholder Group ceasing to hold at least 5% (five percent) of the Share Capital (on a Fully Diluted Basis), Amit Ramani shall not have the right to nominate any Director on the Board."

RESOLVED FURTHER THAT the Board be and is hereby 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
For Awfis Space Solutions Limited**

Sd/-
Amit Kumar
Company Secretary and Compliance Officer
ACS No. A31237

Date: June 26, 2024
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 resolutions 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 is 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 the members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Friday, June 21, 2024, 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 Sunday, July 28, 2024 and will also be displayed on the Company's website i.e. www.awfis.com, on the website of NSDL i.e. 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, 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 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 Registrar and Transfer Agent Big Share Services Private Limited ("**RTA**") either by email to bssdelhi@bigshareonline.com or by post to, 302, Kusal Bazar, 32-33, Nehru Place, New Delhi-110053. 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 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 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:

- i. An investor/client shall first take up his/ her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- ii. If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (www.scores.gov.in) in accordance with SCORES Guidelines.
- iii. 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"> 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. 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

	<ol style="list-style-type: none"> 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 user 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. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
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 :

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***

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.
- 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.

1. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

2. Now, you will have to click on "Login" button.

3. 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 rsbhaticacs@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 (Ms Pallavi Mahatre) 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) 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 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

The Board on the recommendation of the Nomination & Remuneration Committee vide its resolution dated May 1, 2024, recommended the appointment of Mr. Rajesh Kharabanda (DIN: 01495928) as a Director of the Company. The Board vide circular resolution dated May 04, 2024 appointed him as an Additional Director with effect from May 4, 2024. Though as per Companies Act, 2013, the appointment of Mr Rajesh Kharabanda is till the date of next Annual General Meeting, but in terms of the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the appointment of Mr. Rajesh Kharabanda (DIN: 01495928), requires approval of the Members by way of an Ordinary resolution with- in three months of the appointment as made by the Board.. The Company has received from Mr. Rajesh Kharabanda (DIN: 01495928) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act; and (iii) MBP – 1 in pursuant to section 184(1) and Rule 9(1) of Companies Act, 2013. Pursuant to Section 160 of the Act, (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority. The Company has received a notice in writing from a member, proposing his appointment as a Director of the Company. Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a director to strengthen the management of the Company. The Board of Directors of the Company, therefore, recommends that he be appointed as a non-executive non-independent director of the company liable to retire by rotation and passing of the resolution as set out in Item No. 1 of the Notice above by way of an Ordinary resolution.

Additional information in respect of Mr. Rajesh Kharabanda, including his brief resume, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

Mr. Rajesh Kharabanda, aged about 56 years holds a bachelor's degree in commerce from D.A.V College, Guru Nanak Dev University, Jalandhar. He has approximately 37 years of experience in the sports sector. He is the managing director of Freewill Sports Private Limited and has been associated with them for 37 years. Further, he is serving as the chairman of the Sports Goods Manufacturers & Exporters Association, Jalandhar. Mr. Rajesh Kharabanda does not hold any share in the Company.

Mr. Kharabanda is not related to any of the Directors or Key Managerial Personnel of the Company.

Mr. Kharabanda doesn't holds directorship in any other Listed Company.

Pursuant to Regulations 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Directors proposed to be appointed through Postal Ballot process are annexed as Annexure-A.

Board recommends the Ordinary Resolution as set out in in Item No. 1 of the Postal Ballot Notice for approval of the members.

Except Mr. Rajesh Kharabanda (DIN: 01495928), 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.

ITEM NO. 2

The Company, Peak XV Partners Investments V (formerly known as SCI Investments V) ("Existing Investor"); Bisque Limited ("Bisque"), Link Investment Trust ("Link") and collectively with Bisque, the "CC Shareholders"); Mr. Ashish Kacholia; QRG Investments and Holdings Limited, Rajesh Kumar Gupta, Rajiv Goel, Ramesh Kumar Sharma, VBAP Holdings Private Limited, Karmav Real Estate Holdings LLP, Emerge Capital Opportunities Scheme, Arjun Bhartia and Ashutosh Bihani (collectively, the "New Investor Group"); Madhu Jain, Ashish Rathi, Incipience Dealers LLP, M/s. Samedh Trinity Partners ("Transferee Shareholders), Saurabh Gupta, Tarun Khanna and Amit Ramani (collectively, the "Parties") entered into Restated Shareholders' Agreement dated December 12, 2022, as amended and modified pursuant to the amendment agreement dated July 13, 2023, addendum dated December 4, 2023 and addendum dated December 4, 2023 (collectively, the "Shareholders' Agreement"), and the amendment agreement dated May 1, 2024 ("Third Amendment Agreement"). An Amendment Agreement dated December

21, 2023 was executed by and amongst the Company, Amit Ramani, Existing Investor, CC Shareholders, Mr Ashish Kacholia, New Investor Group and Transferee Shareholders in order to satisfy the requirements of minimum promoter's contribution under Regulations 14 and 16 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Parties have entered into the said Shareholders' Agreement to record the terms and conditions on which the investors have subscribed to and purchased the securities and the rights of the investors in the management of our Company. Pursuant to the Shareholders' Agreement, several rights were granted to the investors, including inter alia (i) the right to nominate directors on our and our Subsidiary's board / committees by the Peak XV shareholders group, CC Shareholders group, New Investor group and Promoter shareholder group, (ii) the right to appoint observers by the New Investor group (acting jointly), Existing Investor and Bisque, etc.

Further, pursuant to the Third Amendment Agreement as detailed above, with effect from the date of submission of the updated draft red herring prospectus with SEBI, all special rights / arrangements available to the Parties under the Shareholders' Agreement ceased to exist. Further, pursuant to the terms under the Third Amendment Agreement, on and after the receipt of final listing and trading approvals by the Company from the Stock Exchanges, pursuant to the IPO (Initial Public Offer) and subject to applicable law and receipt of approval of the Shareholders of our Company by way of a special resolution, passed on the earlier date of (a) first general meeting convened after consummation of the IPO, and (b) before the expiry of 60 days from consummation of the IPO, whereby such right shall be included in the Articles of Association: (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 and Link, 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.

The Shareholders' Agreement as such stood automatically terminated in respect of each party, except for certain clauses including the abovementioned procedure to nominate directors post-listing, immediately upon receipt of listing and trading approval from the Stock Exchanges and the commencement of trading of the Equity Shares on the Stock Exchanges pursuant to the Offer. Chapter-II of the Articles automatically stood terminated and all special rights available to the Shareholders under Chapter II of the Articles ceased to have effect following the filing of the updated draft red herring prospectus with SEBI.

Since now the Company has received the final listing and trading approvals from the Stock Exchanges hence the present special resolution is being proposed to include limited special rights 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.

The Board recommends that Item No. 2 of the Postal Ballot Notice 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**

**Sd/-
Amit Kumar
Company Secretary and Compliance officer
M No. A31237**

**Date: 26 June 2024
Place: New Delhi**

Annexure - A

Pursuant to Regulations 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Directors proposed to be appointed through Postal Ballot process are given below:

Sr No	Particulars	Details
1	Name	Mr. Rajesh Kharabanda
2	Category / Designation	Director (Non-Executive Non-Independent)
3	Age	56 years (as on June 25, 2024)
4	Date of Birth	June 24, 1968
5	Original Date of Appointment	May 04, 2024 as an Additional Director by the Board
6	Qualifications	Bachelor's degree in commerce
7	Name of the listed entities from which the person has resigned as a Director in the past three years	Nil
8	Directorship in other Companies	1. Freewill Sports Private Limited 2. Freewill Infrastructures Private Limited 3. D & O Ventures Private Limited 4. Jayatma Technologies Private Limited 5. Nivia Synthetics Private Limited 6. Nivia Sports Private Limited 7. Shoe Variants Private Limited 8. Sportscom Industry Confederation
9	Chairmanship / Membership of Committees in other Companies	Nil
10	Number of Equity Shares held in the Company	Nil
11	Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil
12	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Nil
13	Terms and conditions of appointment or reappointment	Please refer explanatory statement of this notice
14	Remuneration last drawn (in FY 2023-24), if applicable	Not Applicable, was not in the employment of the Company
15	Remuneration proposed to be paid	Nil except sitting fee payable on attending Board and Committees meetings of the Company as recommended by the Nomination and Remuneration Committee from time to time.
16	Number of Meetings of the Board attended during the year 2023-24	Not Applicable (being appointed w.e.f. May 4, 2024)
17	Justification for choosing the appointee for appointment as Independent Director	Not Applicable
18	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming a part of this Notice.
19	Number of options under Long Term Incentive Plan	Nil