Notice

Awfis Space Solutions Limited

CIN: L74999DL2014PLC274236
Registered and Corporate Office: C-28-29, Kissan Bhawan, Qutab Institutional Area, New Delhi – 110016
Website: www.awfis.com; **Email:** cs.corp@awfis.com
Phone: 011-41103497

Notice is hereby given that the Twelfth (12th) Annual General Meeting ("AGM/Meeting") of the members of **Awfis Space Solutions Limited** ("the Company") will be held on Monday, September 21, 2026, at 04:30 P.M (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") for which purpose the Registered Office of the Company situated at C-28-29, Kissan Bhawan, Qutab Institutional Area, New Delhi – 110016, India shall be deemed as the venue for the Meeting whereat the proceedings of the AGM shall be deemed to have been conducted, to transact the following businesses:

Ordinary Businesses:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the report of the Board of Directors and Auditors' thereon;

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2026, the Statement of Profit & Loss, Cash Flow Statement and Statement of Changes in Equity, for the financial year ended March 31, 2026, together with the notes thereto, report of the Board of Directors and Auditors' Report thereon, be and are hereby considered and adopted."

2. To appoint a director in place of Mr. Amit Ramani (DIN: 00549918), who retires by rotation and being eligible, offers his candidature for re-appointment;

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Amit Ramani (DIN: 00549918), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation."

Special Businesses:

3. Appointment of Mr. Abhishek Poddar (DIN: 00031175) as an Independent Director of the Company;

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 17 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations"), the applicable provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Abhishek Poddar (DIN: 00031175), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 01, 2026 and who holds office up to the date of this Annual General Meeting, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

   RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, and other applicable Rules made thereunder and Schedule IV thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulations 17 and 25 and other applicable provisions, if any, of the SEBI LODR Regulations, the applicable provisions

Notes for Members' Attention:

1. The Ministry of Corporate Affairs ("MCA"), inter alia, vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, General Circular No. 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "**MCA Circulars**"), and the Securities and Exchange Board of India ("SEBI") vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023, October 3, 2024 and other applicable circulars issued in this regard (collectively referred to as the "**SEBI Circulars**") have permitted companies to convene Annual General Meetings ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of members at a common venue.

   Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the MCA Circulars and the SEBI Circulars, the 12th Annual General Meeting ("AGM") of the Company is being held through VC/OAVM on Monday, September 21, 2026, at 04:30 P.M. (IST). The deemed venue for the AGM shall be the Registered Office of the Company situated at C-28-29, Kissan Bhawan, Qutab Institutional Area, New Delhi – 110016.

2. Since the AGM is being held through VC/OAVM pursuant to the MCA Circulars and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members pursuant to Section 105 of the Act shall not be available for this AGM. Consequently, the Proxy Form, Attendance Slip and Route Map to the venue of the AGM are not annexed to this Notice.

3. Pursuant to the MCA Circulars read with the applicable provisions of the Act and the SEBI LODR Regulations, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. In case of joint holders attending the AGM, only such joint holders whose name appears first in the order of names as per the Register of Members/beneficial owners maintained by the Depositories shall be entitled to vote.

5. The Company has appointed **National Securities Depository Limited ("NSDL")** to provide the VC/OAVM facility and electronic voting facility for convening the AGM.

   The facility for joining the AGM through VC/OAVM shall be made available on a first-come-first-served basis for up to **1,000 Members**. This restriction shall not apply to large shareholders holding 2% or more of the share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors and such other persons who are entitled to attend the AGM without restrictions.

6. Institutional shareholders/Body Corporates (i.e. other than individuals, HUFs, NRIs, etc.) are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and cast their votes through remote e-voting or e-voting during the AGM. They are requested to send a scanned certified true copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter/Power of Attorney together with the specimen signature(s) of the duly authorized representative(s) to the Scrutinizer at rsbhatiacs@aol.com, with a copy marked to evoting@nsdl.com. Alternatively, the same may also be uploaded by clicking on "**Upload Board Resolution/Authority Letter**" under the e-Voting tab in the NSDL portal.

7. The Board of Directors has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. FCS-2599; Certificate of Practice No. F2514), as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

ELECTRONIC DISPATCH OF ANNUAL REPORT

8. In accordance with the MCA Circulars and the SEBI LODR Regulations, the Notice convening the 12th AGM together with the Annual Report for the financial year 2025–26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, Depository Participants ("DPs") or the Registrar to an issue and Share Transfer Agent ("RTA") of the Company. The Company is also dispatching a letter containing the web-link, including the exact path, where the complete AGM Notice and Annual Report are available to those Members whose e-mail addresses are not registered with the Company/RTA/DPs.

9. The Notice of the AGM and the Annual Report for FY 2025–26 shall also be available on the website of the Company at www.awfis.com; the websites of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively; and the website of NSDL at www.evoting.nsdl.com.

10. Members desirous of obtaining a physical copy of the Notice of the AGM and the Annual Report for FY 2025–26 may send their request to the Company at cs.corp@awfis.com or to the Company's RTA:

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

23. Pursuant to Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, dividends remaining unpaid or unclaimed for a period of seven consecutive years are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

Further, shares in respect of which dividend has remained unclaimed for seven consecutive years are also liable to be transferred to the demat account of the IEPF Authority.

24. Members who have not claimed dividends declared by the Company in earlier years are requested to claim the same from the Company or its RTA within the prescribed timelines. Information relating to unpaid and unclaimed dividends shall be made available on the Company's website after the AGM.

25. Members whose shares and/or unpaid dividends, if any, have been transferred to the IEPF Authority may claim the same by making an application in **Form IEPF-5**, in accordance with the applicable provisions of the IEPF Rules. The member can file only one consolidated claim in a financial year as per the IEPF Rules.

ONLINE DISPUTE RESOLUTION MECHANISM

26. SEBI, vide its Circular No. **SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195** dated December 28, 2023, as amended from time to time, has established a common **Online Dispute Resolution Portal ("ODR Portal")** for resolution of disputes arising in the Indian Securities Market through online conciliation and arbitration.

27. The ODR Portal enables investors/shareholders to enroll themselves on the portal; initiate dispute resolution proceedings; upload relevant documents; monitor the status of disputes; and participate in online conciliation and arbitration proceedings.

28. The process for initiating dispute resolution is summarized below:

(a) The investor shall first raise the grievance directly with the Company or its RTA.

(b) If the grievance is not resolved satisfactorily, the investor may lodge a complaint through the SEBI Complaints Redress System ("SCORES") in accordance with the applicable SEBI guidelines.

(c) If the investor remains dissatisfied with the outcome, or where the grievance remains unresolved, the investor may initiate dispute resolution through the ODR Portal.

(d) The Company or its RTA may also initiate dispute resolution through the ODR Portal after giving the investor not less than fifteen (15) calendar days' prior notice.

29. The SMART ODR Portal may be accessed at https://smartodr.in/login. Members may also refer to the Investor Relations section of the Company's website for further details.

VOTING THROUGH ELECTRONIC MEANS

30. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, Secretarial Standard-2 issued by the Institute of Company Secretaries of India and the applicable MCA Circulars, the Company is pleased to provide its Members the facility to exercise their right to vote electronically on all resolutions set out in this Notice.

31. The Company has appointed **National Securities Depository Limited (NSDL)** as the authorized agency for providing remote e-voting facility as well as e-voting facility during the AGM.

32. Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depositories as on the cut-off Date i.e., September 14, 2026, shall be entitled to cast their votes electronically on the resolutions set out in this Notice. A person who is not a Member as on the cut-off Date shall treat this Notice for information purposes only.

33. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off Date.

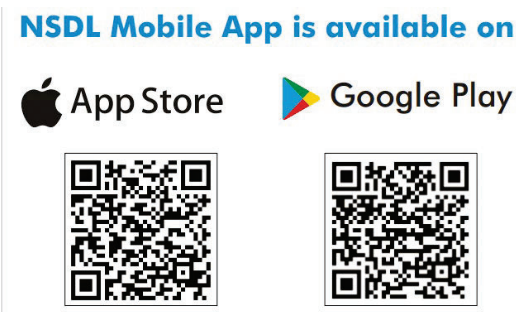
34. Members attending the AGM through VC/OAVM who have not cast their vote through remote e-voting shall be eligible to vote through the e-voting system during the AGM.

35. Members who have cast their votes through remote e-voting prior to the AGM may attend the AGM through VC/OAVM but shall not be entitled to vote again during the AGM.

36. Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. FCS-2599; Certificate of Practice No. F2514), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting conducted during the AGM in a fair and transparent manner.

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

(i) The remote e-voting period begins on **Thursday, September 17, 2026, at 09:00 A.M. and ends on Sunday, September**

Type of shareholders	Login Method
	3. 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 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

5. Password details for shareholders other than Individual shareholders are given below:

    a) If you are already registered for e-Voting, then you can user 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.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

    a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

    b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

    c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

    d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

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

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

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

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

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

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

2. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

3. Members are encouraged to join the Meeting through Laptops for better experience.

4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs.corp@awfis.com by mentioning their name, demat account number/folio no., E-mail ID, mobile number. The same will be replied to by the Company suitably.

7. Any member who needs assistance before or during the AGM, may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com .

8. The Board of Directors of the Company has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (C.P. No. 2514) as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during the 12th AGM in a fair and transparent manner. The Scrutinizer will, after conclusion of e-Voting at the Meeting, scrutinize the votes cast at the Meeting through e-Voting and Remote e-Voting and make a consolidated Scrutinizer's report of the votes cast in favor or against, if any, and submit the same to the Chairman of the Meeting or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by the Chairman, shall declare the results within the prescribed timelines under applicable laws.

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

9. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting i.e., Monday, September 21, 2026.

10. The recorded transcript of this Meeting, shall as soon as possible, be made available on the website of the Company.

11. Procedure for speaker registration to raise questions/queries: The Members who have any questions on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries in advance, at least seven days before AGM through E-mail at cs.corp@awfis.com by mentioning their name, DP ID and Client ID/ Folio No., E-mail ID, mobile number.

12. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered E-mail ID mentioning their name, DP ID and Client ID/ Folio No., No. of shares, PAN, mobile number at cs.corp@awfis.com at least seven (7) days prior to date of AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

13. Non-Resident Indian Members are requested to inform Bigshare/their respective DPs, immediately of (a) change in their residential status on return to India for permanent settlement; and (b) particulars of their bank accounts maintained in India with complete details.

Explanatory Statement pursuant to Section 102(1) of the Act and SEBI LODR Regulations

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

Item No. 3

Appointment of Mr. Abhishek Poddar (DIN: 00031175) as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company ("Board") through resolution by circulation, appointed Mr. Abhishek Poddar (DIN: 00031175) as an Additional Director in the category of Independent Director of the Company for a first term of five (5) consecutive years commencing from July 01, 2026, and ending on June 30, 2031 (both days inclusive), subject to the approval of the Members.

Mr. Abhishek Poddar began his career at Khaitan & Co. and later worked at Standard Chartered Bank before joining his family business in the late 1980s. Educated at The Doon School, Dehradun, and a Commerce graduate from St. Xavier's College, Calcutta University. The Poddar family had acquired Matheson Bosanquet, an 80-year-old company engaged in tea production, trading, exports, and shipping, in the 1960s.

Mr. Poddar is also a Director of Sua Explosives & Accessories Private Limited, a leading manufacturer of mining explosives and accessories for domestic and international markets. His business interests span trading, exports, retail, and technology, with a focus on advancing Indian technology to global standards. He has extensive experience in finance, administration, human resources, and general management.

A noted art collector and patron, Mr. Poddar has built one of India's significant collections of South Asian art, craft, antiquities, modern and contemporary art, and photography. He is the Founder-Trustee of the Museum of Art & Photography (MAP), Bengaluru, under the Art & Photography Foundation, and serves on the advisory committees of the Deccan Heritage Foundation, FIND (Foundation Inde-Europe de Nouveaux Dialogues), and the Lincoln Center Global Council, USA.

The Board is of the view that Mr. Poddar's extensive business acumen, leadership experience and strategic insights would be of significant value to the Company and would further strengthen the effectiveness and diversity of the Board. While recommending his appointment, the NRC and the Board have, inter alia, considered his qualifications, skills, expertise, experience, knowledge, integrity, independence and the skills and competencies required on the Board, having regard to the Company's business and governance framework.

Mr. Poddar satisfies the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and is independent of the management of the Company. In the opinion of the Board, Mr. Poddar is a person of integrity and possesses the requisite qualifications, expertise, experience and proficiency for appointment as an Independent Director. The Board is satisfied that Mr. Poddar fulfils the conditions specified under the Act and the SEBI LODR Regulations for appointment as an Independent Director of the Company.

Pursuant to the provisions of Section 161 of the Act, Mr. Poddar holds office as an Additional Director up to the date of this Annual General Meeting. Further, pursuant to Regulations 17(1C) and 25(2A) of the SEBI LODR Regulations, the appointment of an Independent Director is required to be approved by the Members by way of a Special Resolution at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received from Mr. Poddar:

(i) consent to act as a Director in Form DIR-2 pursuant to Section 152 of the Act;

(ii) intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act;

(iii) a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations;

(iv) a declaration confirming that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other authority;

(v) confirmation that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director; and

(vi) confirmation regarding his registration with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs and compliance with the applicable provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has also received a notice in writing under Section 160 of the Act proposing the candidature of Mr. Poddar for the office of Director of the Company.

The terms and conditions of appointment of Mr. Poddar as an Independent Director shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to and including the date of the Annual General Meeting and shall also be available on the website of the Company at https://www.awfis.com/images/reports/disclosure-under-regulation/Profile%20of%20Director

Annexure - A

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

Name of the Director	Mr. Amit Ramani	Mr. Abhishek Poddar
DIN	00549918	00031175
Date of Birth & Age	April 15, 1974 (Aged 52 years)	August 13, 1967 (Aged 59 Years)
Brief Resume/ Qualification/ Experience/Nature of expertise in specific functional area	Mr. Amit Ramani is the Chairman and Managing Director on the Board of our Company. He holds a bachelor's degree in architecture from School of Planning and Architecture, New Delhi, a master's degree in architecture from Kansas State University, USA and a master's degree in science from Cornell University, USA. He has approximately 20 years of experience in the field of real estate and workplace solutions. He was previously associated with Nelson Planning and Designs Private Limited as the promoter and managing director. He has also worked with Nelson Worldwide, LLC, in his capacity as a senior vice president, and Hellmuth, Obata + Kassabaum, Inc. (HOK), New York, in his capacity as a consultant. He has been recognized by The Economic Times – most promising business leaders of Asia 2019-2020, for demonstrating exemplary leadership qualities. He has also been recognized as one of the top 100 great-people managers in the country, as part of the great-people manager study 2023.	Mr. Abhishek Poddar began his career at Khaitan & Co. and later worked at Standard Chartered Bank before joining his family business in the late 1980s. Educated at The Doon School, Dehradun, and a Commerce graduate from St. Xavier's College, Calcutta University. The Poddar family had acquired Matheson Bosanquet, an 80-year-old company engaged in tea production, trading, exports, and shipping, in the 1960s. Mr. Poddar is also a Director of Sua Explosives & Accessories Private Limited, a leading manufacturer of mining explosives and accessories for domestic and international markets. His business interests span trading, exports, retail, and technology, with a focus on advancing Indian technology to global standards. He has extensive experience in finance, administration, human resources, and general management. A noted art collector and patron, Mr. Poddar has built one of India's significant collections of South Asian art, craft, antiquities, modern and contemporary art, and photography. He is the Founder-Trustee of the Museum of Art & Photography (MAP), Bengaluru, under the Art & Photography Foundation, and serves on the advisory committees of the Deccan Heritage Foundation, FIND (Foundation Inde-Europe de Nouveaux Dialogues), and the Lincoln Center Global Council, USA.
Terms and conditions of re-appointment, details of remuneration sought to be paid and the remuneration last drawn	Presently Mr. Amit Ramani has proposed his candidature to be re-appointed as a director retiring by rotation in compliance of the Act. Mr. Ramani was re-appointed as Managing Director of the Company with effect from July 16, 2024, for a period of five (5) consecutive years, i.e., up to July 15, 2029. Further, the shareholders had approved remuneration for a period of three (3) years i.e., up to July 15, 2027. Remuneration Last Drawn: refer the Corporate Governance Report forming an integral part of this Annual Report.	Appointment for a first term of five (5) consecutive years commencing from July 1, 2026, and ending on June 30, 2031 (both days inclusive). Mr. Poddar shall not be liable to retire by rotation during his tenure as an Independent Director. He shall be entitled to receive sitting fees for attending meetings of the Board and its Committees and such other remuneration, if any, as may be approved by the Board from time to time, in accordance with the provisions of the Act, the SEBI LODR Regulations and other applicable laws.
Date of first appointment on the Board	December 17, 2014	July 01, 2026

Name of the Director	Mr. Amit Ramani	Mr. Abhishek Poddar
Justification for choosing the appointee for appointment as Independent Director including the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	The Nomination and Remuneration Committee and the Board have considered Mr. Abhishek Poddar's qualifications, extensive business experience, expertise, integrity and independence while recommending his appointment. As the Managing Director of the M B Group, he has successfully led and managed diversified business operations and possesses rich experience in strategic management, finance, administration, human resource management and corporate governance. His proven leadership capabilities, sound commercial acumen, experience in overseeing complex business operations and ability to provide independent and objective judgment are expected to strengthen the Board's effectiveness and contribute meaningfully to the Company's long-term growth, governance and strategic oversight.