

ART NIRMAN LTD.

CIN : L45200GJ2011PLC064107



ART NIRMAN LIMITED

REGD. OFFICE: 410, JBR Arcade, Science City Road, Sola, Ahmedabad,
Gujarat-380 060, INDIA

NOTICE

EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that 1st /2019-20 Extra-ordinary General Meeting of the Members of **ART NIRMAN LIMITED** will be held on Friday, the 28th day of June, 2019 at 11:00 A.M. at the registered office of the company situated at 410, JBR Arcade, Science City Road, Sola, Ahmedabad, Gujarat-380 060, INDIA to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

To consider and, if thought fit, with or without modification(s), to pass the following resolution(s) as an **Ordinary Resolution(s)**:

ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, **M/s. ARPAN SHAH & ASSOCIATES**, Chartered Accountants (FRN.: 125049W, Peer Review Certificate No. 011646), be and is hereby appointed as Statutory Auditors of the Company w.e.f the conclusion of this Extra-Ordinary General Meeting till the conclusion of ensuring Annual General Meeting of the company to fill the casual vacancy caused by the resignation of M/s. Dhiren Shah & Co., Chartered Accountants (FRN: 114633W) at such remuneration plus applicable taxes and out of pocket expenses, as may be recommended by the Audit Committee and approved by board of directors in consultation with the Auditor for the financial year 2018-19.”

Registered Office Address:
410, JBR Arcade, Science City Road, Sola,
Ahmedabad, Gujarat-380 060, INDIA

Tel. No. – 8866404499
Email Id – cs@artnirman.com
Website: www.artnirman.com



RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

Place : Ahmedabad

Date : 30.05.2019

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**By Order of the Board
For ART NIRMAN LIMITED**

-SD-

**YESHA SHAH
COMPANY SECRETARY
M. NO.- A58741**

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her self and the proxy need not be the member of the company. A person can act as proxy on behalf members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten per cent) of share capital of the Company. However a member holding more than 10% (ten per cent) of share capital in company may appoint a single person as proxy and in such case proxy shall not act as proxy for any other member.

2. A form of proxy is herewith attached. The proxies in order to be effective must be submitted at the registered office of the company not less than 48 hours before the commencement of the meeting duly signed by the member.

Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable. Members/ proxies/ authorized representative are requested to bring the attendance slip sent herewith, duly filled in for attending the meeting.

3. In case of joint holders, only a 1st Joint holder will be permitted to vote.

4. The Statement pursuant to section 102 of Companies act 2013 with regard to Explanatory Statement is required to be annexed as there is a Special Business proposed in the EGM is annexed with this notice.

5. Members are requested to inform the company of any change in their addresses immediately so as to enable the Company for any further communication at their correct addresses.

6. The Companies Act provides nomination facility to the members. As a member of the Company, you have an option to nominate any person as your nominee to whom your shares shall vest in case of unfortunate event of death. It is advisable to avail this facility especially by the members holding shares on single name. This nomination would avoid process of acquiring rights in shares through transmission. In case of joint holders, nomination shall be effective only on death of the all the joint holders. If the shares are held in Dematerialized form, the nomination form needs to be forwarded to your Depository Participant.

7. Trading in Equity Shares of the Company is compulsorily in Dematerialized mode by all the promoters and promoters group.

8. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the Company during normal business hours up to the date of and during the Extra-Ordinary general Meeting.

9. Electronic copy of the Notice along with Explanatory Statement including remote E Voting instructions, Attendance Slips, Proxy Form is being sent to all the members whose emails id are registered with the Company / Depository Participants for communication purpose. For members who have not registered their email ids, please



process to register their E-mail ID's with the company, and physical copy of notice along Explanatory Statement including Remote E Voting instructions, Attendance Slips, Proxy Form will be sent upon the specific request from the members.

10. For protection of environment and to conserve natural resources, members are requested to register their email ids, with Company / RTA or Depository Participant to enable company to send communication including Annual Report, notices, circulars etc. electronically.

11. Members holding shares in physical form in multiple folios on the same name and in the same order are requested to consolidate all their folios. For this purpose, application may be submitted to Registrar and Share Transfer Agent of the Company.

12. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member / beneficial owner as on the cutoff date i. e. Friday, 21st June, 2019 for electronic voting facility.

13. In terms of section 108 of Companies Act 2013 read with Companies (Management and Administration) Rules 2014, as amended from time to time and as per Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the remote e voting facility through Central Depository Services Limited (CDSL) to its members holding shares in physical or dematerialized form, as on cutoff date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice.

This is to clarify that it is not mandatory for a member to vote using the E voting facility and a member may avail the facility at his / her discretion, subject to compliance with the instruction for Remote E-Voting.

Further in case of Members who are entitled to vote, amongst members present in person at the meeting, but have not exercised right to vote by electronics means, the Chairman of the Company shall allow voting by way of poll in terms of Rule 20(4)(xi) of the said rules for the business specified in the accompanying notice.

It is specifically clarified that members who have exercised their right to vote by remote electronics means, may be allowed to participate in Extra Ordinary General Meeting but shall not be eligible to vote by way of poll at the meeting as per proviso to Rule 20(4)(vii).

The Information with respect to voting process and other instructions regarding remote e-voting are detailed in note no. 18.

14. Mr. Yash Mehta, Practicing Company Secretary, Ahmedabad (Membership No. 45267) has been appointed as Scrutinizer to scrutinize voting and remote e voting process in fair and transparent manner.

15. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the Extra-Ordinary General Meeting make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person so authorized by him in writing, who shall countersign the same.

16. The results shall be declared forthwith by the Chairman or a person so authorized by him in writing on receipt of report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.artnirman.com and on the website of CDSL.

17. The resolutions shall be deemed to be passed on the date of the Extra-Ordinary General Meeting, subject to the same being passed with requisite majority.

18. Voting process and other instructions regarding Remote E Voting :

- i. The Remote e-voting period shall commence Tuesday, 25th June, 2019 at 09.00 am and shall end on Thursday, 27th June, 2019 at 05.00 pm. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, the 21st June, 2019, may cast their votes electronically. The e-voting module shall be disabled for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com
- iv. Click on Shareholders / Members
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below.

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

Date of Birth (DOB)	depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- ix. After entering these details appropriately click on 'SUBMIT' tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the **EVSN:190604006** of Art Nirman Limited on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote .
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xx. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Xxi In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Place : Ahmedabad

Date : 30.05.2019

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**By Order of the Board
For ART NIRMAN LIMITED**

-SD-

**YESHA SHAH
COMPANY SECRETARY
M. NO.- A58741**

ANNEXURE TO THE NOTICE
Explanatory Statement under Section 102(1) of the Companies Act, 2013

ITEM No. I

M/s. Dhiren Shah & Co., (Previous Auditor) Chartered Accountants, (FRN: 114633W) have tendered their resignation from the position of Statutory Auditors due to personal reason, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. Arpan Shah & Associates, Chartered Accountants, (FRN: 125049W), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Dhiren Shah & Co., Chartered Accountants, (FRN: 114633W), for F.Y 2018-19.

M/s. Arpan Shah & Associates, Chartered Accountants, (FRN: 125049W) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013, for F.Y. 2018-19.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Brief Profile of M/s Arpan Shah & Associates, Chartered Accountants, Ahmedabad

Mr. Arpan Shah is a fellow Member of the Institution of Chartered Accountants of India and he is in practice since 2004, having membership no. 116736. He is practicing under the firm name "Arpan Shah & Associates" with FRN 125049W since 2004. The firm hold valid peer review certificate received from the peer review board of the Institute of Chartered Accountants of India having no. 011646

M/s. Arpan Shah & Associates is operating from office at 301, Shoppers Plaza-4, Opp. BSNL exchange, C.G. Road, Ahmedabad-380 009 and having all infrastructure facilities and professional team.

Place : Ahmedabad
Date : 30.05.2019

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**01st / 2019-20 EXTRA-ORDINARY GENERAL MEETING – 28TH JUNE, 2019
PROXY SLIP**

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the
Companies (Management and Administration) Rules, 2014]

Name of the member (S) : _____
Registered address : _____
E-mail Id : _____
Folio No. / Client Id : _____
DP Id : _____

I/ We, being the member of _____ Equity shares of Art Nirman Limited, hereby
appoint:

Name:	Email id:
Address:	Signature:

Or failing him/ her:

Name:	Email id:
Address:	Signature:

Or failing him/ her:

Name:	Email id:
Address:	Signature:



as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **1ST / 2019-20 Extra-Ordinary General Meeting** of the Company, to be held on the Friday, 28th June, 2019 at 11.00 a.m. 410, JBR Arcade, Science City Road, Sola, Ahmedabad, Gujarat-380 060, INDIA and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No	Resolution	Vote – Refer Note 4		
		For	Against	Abstain
1	Appointment of M/s. ARPAN SHAH & ASSOCIATES as a Statutory Auditor due to casual vacancy for F. Y 2018-19			

Signed this _____ day of _____, 2019

Affix
Revenue
Stamp of not
less than Re.
1/-

Signature of Member(s)

Signature of Proxy Holder

Notes:

1. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 1st Extra-Ordinary General Meeting.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
3. A Proxy need not be a member of the company
4. It is optional to indicate your preference. If you leave 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in any manner as he/she may deem appropriate



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**01st / 2019-20 EXTRA-ORDINARY GENERAL MEETING – 28TH JUNE, 2019
ATTENDANCE SLIP**

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall.

For Demat Shares:

For Physical Shares:

DP ID:	Regd. Folio No.
Client ID:	Nos. of Shares held:

Full Name of the Member attending: _____

Name of the proxy: _____
(To be filled in if proxy has been duly deposited with the Company)

I, hereby record my presence at the 1st/2019-20 Extra-Ordinary General Meeting of the company to be held on Friday, 28th June, 2019 at 11.00 a.m. 410, JBR Arcade, Science City Road, Sola, Ahmedabad, Gujarat-380 060, INDIA

(Members' / Proxy's signature)
(To be signed at the time of handing over this slip)

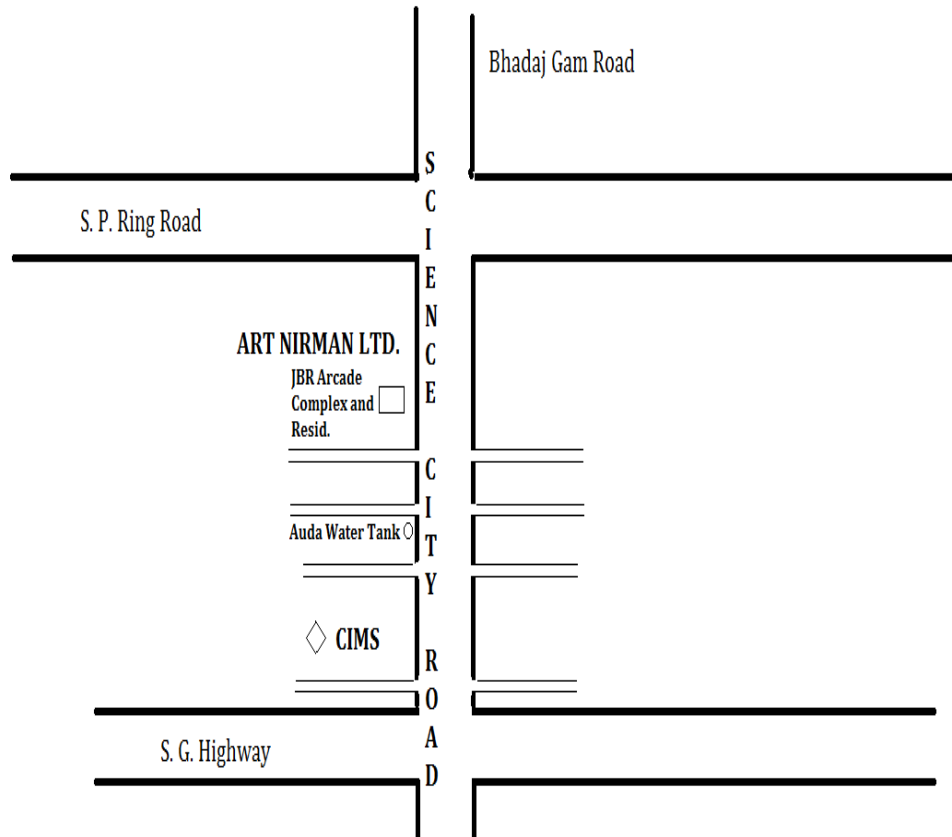


ART NIRMAN LIMITED

Route map to EGM

Venue: 410, JBR Arcade, Science City Road, Sola, Ahmedabad, Gujarat-380 060, INDIA

Time: 11.00 A.M.



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