



NOTICE

Shorter Notice is hereby given that the 9th (Ninth) Annual General Meeting of the Shareholders of **Smartworks Coworking Spaces Limited** (Formerly known *Smartworks Coworking Spaces Private Limited*) will be held at its Corporate Office at **Golf View Tower, Tower – B, Sector 42, Gurugram – 122002, Haryana** on **Saturday, 3rd August 2024** (“Deemed Venue”), at **2:00 pm (IST)** onwards through Video Conferencing to transact the following business:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER, AND ADOPT THE AUDITED ANNUAL STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY COMPRISING OF BALANCE SHEET AS AT 31ST MARCH, 2024, STATEMENT OF PROFIT AND LOSS, AND CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED ON THAT DATE ALONG WITH NOTES TO ACCOUNTS REFERRED THEREIN, THE AUDITORS’ REPORT THEREON AND THE BOARDS’ REPORT THERETO.**

- 2. TO APPROVE THE APPOINTMENT AND REMUNERATION OF DELOITTE HASKINS & SELLS LLP, (FRN- 117366 W/W-100018), AS STATUTORY AUDITORS OF THE COMPANY**

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to appoint Deloitte Haskins & Sells LLP, (FRN- 117366 W/W-100018) as Statutory Auditors of the Company, for a period of 5 (five) years i.e., from the conclusion of ensuing Annual General Meeting till the conclusion of the 14th Annual General Meeting of the Company, to be held for the Financial Year 2028-29, at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

- 3. TO CONSIDER AND APPROVE APPOINTMENT OF MR. NEETISH SARDA (DIN: 07262894) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

“RESOLVED THAT Mr. Neetish Sarda (DIN: 07262894), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation and there shall be no break in service as Managing Director.”

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Phone No: 0124-6919 400

CIN: U74900DL2015PLC310656



**SPECIAL BUSINESS:****4. TO APPROVE THE APPOINTMENT OF MRS. PUSHPA MISHRA (DIN: 07898390) AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and Schedule IV of the Companies Act, 2013 (the “Act”) read with the Rule 4 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for appointment of Mrs. Pushpa Mishra (DIN: 07898390), as non-executive Independent Director of the Company for a term of 5 (five) years with immediate effect, not liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of 197 of the Act, Mrs. Pushpa Mishra (DIN: 07898390), shall be entitled to receive the sitting fees for attending the meeting of the Board or any committees thereof in the capacity of Independent Director, as per the terms and conditions as detailed in the letter of appointment issued to Mrs. Pushpa Mishra (DIN: 07898390) and as may be determined by the Board from time to time;

RESOLVED FURTHER THAT Mr. Neetish Sarda (DIN: 07262894), Managing Director or Mr. Harsh Binani (DIN: 07717396) Whole Time Director, or Punam Dargar, Company Secretary be and are hereby *severally* authorized on behalf of the Company, to make necessary applications/intimations including e-filing to the concerned regulatory authorities including but not limited to the Registrar of Companies, for such appointment and to do all such acts, deeds and things as may deem necessary to give effect to the abovesaid resolutions”.

5. TO APPROVE THE APPOINTMENT OF MR. VIRUSANGULAM KUMARASAMY SUBBURAJ (DIN: 02402775) AS DIRECTOR DESIGNATED AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 and rules made thereunder (including any amendment therein or re-enactment thereof, if any), Mr. Virusangulam Kumarasamy Subburaj (DIN: 02402775), who was appointed as an Additional Independent Director of the Company for a term of 5 (Five) consecutive years with effect from July 16, 2024 under Section 161(1) of the Companies Act, 2013 & rules made thereunder, to hold office up to the date of forthcoming Annual General Meeting, be and is hereby appointed as a Director designated as Independent Director of the Company;

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RESOLVED FURTHER THAT Mr. Neetish Sarda (DIN: 07262894), Managing Director or Mr. Harsh Binani (DIN: 07717396) Whole Time Director, or Punam Dargar, Company Secretary, be and is hereby *severally* authorized to sign all documents, deeds, papers in this regard to file requisite e-form, if required with the Registrar of Companies, to make necessary entries in the registers of the Company and to do all such acts, deeds, things as may deem fit to complete all other formalities in relation to appointment of Mr. Virusangulam Kumarasamy Subburaj (DIN: 02402775).”

6. TO APPROVE THE APPOINTMENT OF MR. RAJEEV RISHI (DIN: 03557148) AS DIRECTOR DESIGNATED AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 and rules made thereunder (including any amendment therein or re-enactment thereof, if any), Mr. Rajeev Rishi (DIN: 03557148), who was appointed as an Additional Independent Director of the Company for a term of 5 (Five) consecutive years with effect from July 16, 2024 under Section 161(1) of the Companies Act, 2013 & rules made thereunder, to hold office up to the date of forthcoming Annual General Meeting, be and is hereby appointed as a Director designated as Independent Director of the Company;

RESOLVED FURTHER THAT Mr. Neetish Sarda (DIN: 07262894), Managing Director or Mr. Harsh Binani (DIN: 07717396) Whole Time Director, or Punam Dargar, Company Secretary, be and is hereby *severally* authorized to sign all documents, deeds, papers in this regard to file requisite e-form, if required with the Registrar of Companies, to make necessary entries in the registers of the Company and to do all such acts, deeds, things as may deem fit to complete all other formalities in relation to appointment of Mr. Rajeev Rishi (DIN: 03557148).”

7. TO APPROVE INCREASE IN AUTHORISED EQUITY SHARE CAPITAL OF THE COMPANY BY INR 10.00 CRORES AND MAKE CONSEQUENTIAL AMENDMENT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, Section 61, Section 64 read with Rule 15 of Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and further any other laws and regulations, provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase Authorised Share Capital of the Company from existing Rs. 130,00,00,000 (Rupees One Hundred Thirty Crores) divided into 11,00,00,000 (Eleven Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each and Rs. 20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) cumulative convertible preference shares of Rs. 10/- (Rupees Ten Only) each to Rs. 140,00,00,000 (Rupees One Hundred Forty Crores) divided into 12,00,00,000 (Twelve Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each and Rs. 20,00,00,000 (Rupees

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Twenty Crores) divided into 2,00,00,000 (Two Crores) cumulative convertible preference shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. The Authorised Share Capital of the Company is Rs. 140,00,00,000 (Rupees One Hundred Forty Crores) divided into 12,00,00,000 (Twelve Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each and Rs. 20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) cumulative convertible preference shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the draft amended Memorandum of Association as placed before the members be and is hereby approved.

RESOLVED FURTHER THAT Mr. Neetish Sarda (DIN: 07262894), Managing Director and Mr. Harsh Binani (DIN: 07717396) Whole Time Director and/or Company Secretary of the Company be and is hereby *severally* authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including signing all deeds and papers and making all required filings with the jurisdictional Registrar of Companies and delegation of any powers herein conferred on any director(s), company secretary or any other officer of the Company.”

8. TO APPROVE RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY THROUGH A FRESH ISSUE AND AN OFFER FOR SALE OF EQUITY SHARES OF THE COMPANY (“IPO”)

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

“RESOLVED THAT in accordance with the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, each as amended, and the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended (including any statutory modifications or re-enactment thereof, for the time being in force) (the “**Companies Act**”), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, as amended (“**SCRA**”) and the Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the Foreign Exchange Management Act, 1999, as amended (the “**FEMA**”), and the rules and regulations made thereunder including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Securities and Exchange Board of India (the “**SEBI**”), the Reserve Bank of India (the “**RBI**”), Government of India (“**GOI**”) and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations issued by any other

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authority, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively, the “**Applicable Laws**”), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the equity shares are proposed to be listed (the “**Stock Exchanges**”), and subject to any approvals, consents, permissions and sanctions as may be required from the Registrar of Companies, Delhi & Haryana at New Delhi (“**RoC**”), SEBI, RBI, the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), Ministry of Commerce and Industry, the Department of Economic Affairs (“**DEA**”), GOI, the Stock Exchanges and all other appropriate governmental, regulatory, statutory authorities and departments (collectively the “**Regulatory Authorities**”), and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, waivers and sanctions, including the lender(s) of the Company and which may be agreed to by the board of directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include the IPO committee (“**IPO Committee**”) or any other duly constituted committee of the Board), consent and approval of the members of the Company be and is hereby accorded for an initial public offering of equity shares of face value of [₹ 10] each of the Company (“**Equity Shares**”) and the Board be and is hereby authorised to create, offer, issue, allot and/or transfer Equity Shares consisting of a fresh issue of such number of Equity Shares aggregating up to ₹ **6,600.00 million** (including share premium) at the offer price out of the authorized share capital of the Company (“**Fresh Issue**”), (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment, in consultation with the designated stock exchange) to any category of person or persons, who may or may not be shareholders of the Company, as permitted under Applicable Laws, including any issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option and/or any other person pursuant to any pre-IPO placement in terms of the SEBI ICDR Regulations at a price to be determined, by the Company, in consultation with the book running lead managers so appointed (“**BRLMs**”) by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount or at par per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company, in consultation with the BRLMs in accordance with the SEBI ICDR Regulations (and such price, the “**Offer Price**”).

RESOLVED FURTHER THAT in accordance with Applicable Laws, the Offer may include, without limitation, issuance and allotment of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations and reservation of a certain number of Equity Shares to be offered to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the BRLMs and as may be permissible under Applicable Laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the consequent listing of the Equity Shares on the recognized Stock Exchanges on behalf of, and in the best interests, of the Company, including determination of the terms of the Offer, the timing, size and price, in terms of the SEBI ICDR Regulations or otherwise in

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accordance with Applicable Laws, at such price per Equity Share as may be fixed and determined by the Board in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLMs decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, public financial institutions, venture capital funds, foreign venture capital investors, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, insurance funds set up and managed by the Department of Posts, India, provident funds, pension funds, national investment fund, insurance funds set up by army, navy, or air force of the Union of India, trusts / societies registered under the Societies Registration Act, 1860, development financial institutions, Indian mutual funds, multilateral and bilateral financial institutions, systematically important non-banking financial companies, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities/persons, in one or more combinations thereof, or any other category of investors who are permitted to invest in the Equity Shares as per Applicable Law (collectively referred to as the “**Investors**”), through an offer document and/or prospectus, if any, and the decision to determine the category or categories of investors to whom the allotment / transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters, escrow agents, legal advisors, placement agents and / or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, the number of securities to be allotted, offer price, listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit in relation to the Offer, in consultation with the BRLMs, and approve and appoint intermediaries in relation to the Offer, incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, with respect to the Offer, including in relation to utilization of the proceeds of the Fresh Issue, if applicable, and such other activities as may be necessary in relation to the Offer, and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws and subject to such further corporate and other approvals as may be required, the Board, either by itself or the IPO Committee thereof, be and is hereby authorised, on behalf of the Company, subject to such regulatory and/or corporate approvals that may be required, to undertake a pre-IPO placement of specified securities (as defined under the SEBI ICDR Regulations) (“**Pre-IPO Placement**”) to certain investors up to such number of specified securities

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/ aggregating up to an amount of ₹ 1320.00 million and at such price as the Board may determine, in consultation with the BRLMs, in light of the then prevailing market conditions and in accordance with the Applicable Laws, and to take any and all actions in connection with the Pre-IPO Placement as the Board or the IPO Committee may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board or the IPO Committee may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution. It is clarified that, in the event of the consummation of a Pre-IPO Placement, the size of the Offer would be reduced, only from the Fresh Issue portion of the Offer to the extent of specified securities issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum offer size requirements under the Rule 19(2)(b) of the SCRR and applicable law.

[RESOLVED FURTHER THAT the Board either by itself or through the IPO Committee thereof, be and is hereby authorised, on behalf of the Company at its sole discretion and subject to Applicable Laws, to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees and/or shareholders (other than promoters and members of the promoter group) of any listed promoter companies (the “**Reservation**”) or to provide a discount to the Offer price to retail individual bidders, retail individual shareholders, eligible employees or such other eligible categories of investors (the “**Discount**”), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.

RESOLVED FURTHER THAT, subject to such regulatory approvals as may be required, the Offer shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors/Indian financial institutions, qualified institutional buyers, as defined under the SEBI ICDR Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company or of its subsidiary, and other persons or entities, as may be permissible under Applicable Law, including reservation for any permissible persons or categories of investors, for cash at a price to be determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, as amended, the SCRA, SCRR and FEMA.

RESOLVED FURTHER THAT the Equity Shares so allotted or transferred pursuant to the Offer, shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid (including pursuant to green shoe option) shall be subject to the Memorandum

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of Association and Articles of Association of the Company and shall rank *pari passu* with the existing Equity Shares in all respects, including rights in respect of dividend.

RESOLVED FURTHER THAT in consultation with the stock exchanges and as may be permitted under the SEBI ICDR Regulations or any other Applicable Laws, the Company will have an option to retain an over-subscription, to the extent of 1% of the net Offer size or such other extent as may be permitted under the Applicable Laws, made for the purpose of making allotment in minimum lots for the purpose of rounding off to the nearest integer, while finalizing the basis of allotment.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of the Offer referred to in Section 40(3) of the Companies Act, and if the application monies received pursuant to the Offer are not refunded within such time, as specified by SEBI and in accordance with Applicable Laws, the Company and/or the selling shareholders shall pay interest on failure thereof, as per Applicable Laws.

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not subscribed and/or not transferred by way of the Offer, may be disposed off by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign portfolio investors / bodies corporate / such other persons or otherwise, in accordance with Applicable Laws, without the approval of the members of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to a committee of the Board or any other officer or officers of the Company to do such acts, deeds and things as may be necessary to give effect to the aforesaid resolutions and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to the Offer.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board, and/or a duly constituted committee thereof, including the IPO committee and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing, and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be

RESOLVED FURTHER THAT Mr. Neetish Sarma (DIN: 07262894), Managing Director and Mr. Harsh Binani (DIN: 07717396) Whole Time Director and/or Mrs. Punam Dargar, Company Secretary and Compliance Officer or the Chief Financial Officer be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities and to file

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necessary forms with the RoC and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

9. **TO CONSIDER AND APPROVE INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIAN OR OVERSEAS CITIZEN OF INDIA IN THE SHARE CAPITAL OF THE COMPANY**

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

“RESOLVED THAT, pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, (“**FEMA Rules**”) the Consolidated FDI Policy corporate Circular of 2020 dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, Master Directions – Foreign Investment in India dated January 4, 2018 issued by the Reserve Bank of India (as amended from time to time), the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the rules made thereunder, each as amended and all other applicable acts, rules, regulations, provisions and guidelines, circulars (including any statutory modifications or re-enactments thereof for the time being in force) and subject to notification to the Reserve Bank of India, and such other statutory/regulatory compliances, permissions, sanctions and approvals as may be necessary, and subject to such conditions as may be prescribed by the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board, the aggregate limit of investment by non-resident Indian (“**NRI**”) or overseas citizen of India (“**OCI**”) in the equity shares of the Company, including, without limitation, on repatriation basis, on a recognised stock exchange in India, be increased from **10% (Ten per cent) to 24% (Twenty Four per cent)** of the paid-up equity share capital of the Company, provided however, that the shareholding of each NRI or OCI shall not exceed 5 percent of the total paid-up equity share capital of the Company on a fully diluted basis, and the total holdings of all NRIs and OCIs put together shall not exceed **24 percent** of the total paid-up equity share capital on a fully diluted basis or such other limit as may be stipulated by the Reserve Bank of India in each case, from time to time;

RESOLVED FURTHER THAT Mr. Neetish Sarma (DIN: 07262894), Managing Director and Mr. Harsh Binani (DIN: 07717396) Whole Time Director, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including without limitation intimating the Reserve Bank of India of the increase in investment limits of non-resident Indians in the equity shares of the Company, to make filings with the regulatory authorities and to comply with all other requirements in this regard;

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

10. **TO APPROVE THE REVISED REMUNERATION OF MR. NEETISH SARMA (DIN: 07262894), MANAGING DIRECTOR OF THE COMPANY**

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Regd. Office: Unit No. 305 – 310, Plot No. 9,10, & 11, Vardhman Trade Centre, Nehru Place, South Delhi – 110 019.

Corporate Office: Golf View Tower, Tower – B, Sector 42, Gurugram – 122002, Haryana

Phone No: 0124-6919 400

CIN: U74900DL2015PLC310656





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

“RESOLVED THAT pursuant to Section 117, Section 196(4), Section 197, Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, and rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of Company, the consent of the Members of the Company be and is hereby accorded to approve the remuneration of Mr. Neetish Sarda (DIN: 07262894), Managing Director of the Company, in the following manner:-

1. Base compensation: INR 1.75 crores per annum with effect from August 01, 2024.
2. Annual Bonus: INR 25 Lacs, milestone based on Achieving operating revenue target of 25% increase YoY;
3. Additional incentive: INR 2 Crores cash bonus which is contingent on the successful IPO listing of our Company

RESOLVED FURTHER THAT the draft letter of increment as placed before the Members, be and is hereby approved;

RESOLVED FURTHER THAT Mr. Harsh Binani (DIN: 07717396) Whole Time Director, or Mrs. Punam Dargar, Company Secretary, be and is hereby *severally* authorized to make necessary filings as may be prescribed with the Registrar of Companies, NCT of Delhi & Haryana, signing of necessary documents with the appropriate regulatory authorities, as may be required from time to time and to take all such necessary steps and do all such acts as may be required to give effect to aforementioned resolution.”

11. TO APPROVE REVISED REMUNERATION OF MR. HARSH BINANI (DIN: 07717396), WHOLE TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 117, Section 178, Section 196(4), Section 197, Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, and rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of Company, the consent of the Members of the Company be and is hereby accorded to approve the remuneration of Mr. Harsh Binani (DIN: 07717396), Wholetime Director of the Company, in the following manner:-

1. Base compensation: INR 1.75 crores per annum with effect from August 01, 2024.
2. Annual Bonus: INR 25 Lacs, milestone based on Achieving operating revenue target of 25% increase YoY;
3. Additional incentive: INR 2 Crores cash bonus which is contingent on the successful IPO listing of our Company

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RESOLVED FURTHER THAT the draft letter of increment as placed before the Member, be and is hereby approved;

RESOLVED FURTHER THAT Mr. Neetish Sarda (DIN: 07262894), Managing Director or Mrs. Punam Dargar, Company Secretary, be and is hereby *severally* authorized to make necessary filings as may be prescribed with the Registrar of Companies, NCT of Delhi & Haryana, signing of necessary documents with the appropriate regulatory authorities, as may be required from time to time and to take all such necessary steps and do all such acts as may be required to give effect to aforementioned resolution.”

12. TO CONSIDER AND APPROVE AMENDED ESOP SCHEME OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Section 62(1)(b) of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, and the rules notified thereunder, including Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, each as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, (“**SEBI SBEB Regulations**”) provisions contained in the memorandum of association and the articles of association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred to herein as the “**Applicable Laws**”) and subject to any approvals, permissions and sanctions of any/ various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the “**Board**”), the consent of the shareholders be and is hereby accorded to amend **Employee Stock Option Plan** of the Company, for compliance with the requirements under Applicable Laws;

“**RESOLVED FURTHER THAT** Mr. Neetish Sarda (DIN: 07262894), Managing Director or Mr. Harsh Binani (DIN: 07717396) Whole Time Director be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution;

“**RESOLVED FURTHER THAT** Mr. Neetish Sarda (DIN: 07262894), Managing Director or Mr. Harsh Binani (DIN: 07717396) Whole Time Director and/ or Mrs. Punam Dargar, Company Secretary are *severally* authorized to issue certified true copies of the above resolutions as may be required from time to time.”

13. TO CONSIDER AND APPROVE BORROWING LIMIT U/S 180(1)(C) OF COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, if any, read with Rules made thereunder (including any amendment therein or re-enactment thereof) for time being in force, the consent of the Members of the company be and is hereby accorded to borrow from time to time, any sum or sums of money, not exceeding INR 800 Crores, including the money already borrowed by the Company as may be deemed fit by the Board of Directors of the Company;

RESOLVED FURTHER THAT Mr. Neetish Sarda (DIN: 07262894), Managing Director or Mr. Harsh Binani (DIN: 07717396) Whole Time Director, be and are hereby *severally* authorized to do all such things acts, deeds, things, matters as they may consider necessary and expedient to give effect to the above resolution including but not limited to signing of requisite documents, filing of necessary statutory documentation with concerned Registrar of Companies and other statutory authorities, as applicable.

14. TO APPROVE CHARGE /DISPOSAL LIMIT U/S 180(1)(A) OF COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, if any, read with Rules made thereunder (including any amendment therein or re-enactment thereof) for time being in force, the consent of the Members of the Company be and is hereby accorded to sell, lease, or otherwise dispose of the whole or substantially the whole of the Company's undertaking upto a limit of INR 100 Crores on such terms and conditions as may be deemed fit by the Board of Directors of the Company;

RESOLVED FURTHER THAT Mr. Neetish Sarda (DIN: 07262894), Managing Director or Mr. Harsh Binani (DIN: 07717396), Whole Time Director, be and are hereby *severally* authorized to do all such things acts, deeds, things, matters as they may consider necessary and expedient to give effect to the above resolution including but not limited to signing of requisite documents, filing of necessary statutory documentation with concerned Registrar of Companies and other statutory authorities, as applicable;

15. TO CONSIDER AND RECOMMEND ENHANCING THE LIMIT FOR LOANS AND INVESTMENTS BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013 UPTO RS. 250 CRORES

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

“RESOLVED THAT pursuant to the provisions of Section 186 read with Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members

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of the Company, be and is hereby accorded to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate (including mutual funds and fixed deposits), upto a maximum aggregate amount of INR 250.00 Crores (Indian Rupees Two Hundred and Fifty Crores Only) ;

RESOLVED FURTHER THAT Mr. Neetish Sarda (DIN: 07262894), Managing Director or Mr. Harsh Binani (DIN: 07717396), Whole Time Director and/or Mrs. Punam Dargar, Company Secretary of the Company be and is hereby authorized to take all necessary steps relating to grant of loan and make investment in any such companies as may be approved by the Board of Directors as per the terms and conditions as may be mutually decided between the parties, and to make, sign and execute, on behalf of the Company, such deeds, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same.;

RESOLVED FURTHER THAT Mr. Neetish Sarda (DIN: 07262894), Managing Director or Mr. Harsh Binani (DIN: 07717396) Whole Time Director, be and is hereby authorized to file Form MGT-14 with the Registrar of Companies, to make necessary entries in the Statutory registers of the company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution.”

16. TO CONSIDER AND APPROVE THE ALTERATION OF THE ARTICLES OF THE ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT, pursuant to the provisions of Section 5, 14 and 15 of the Companies Act, 2013 and the rules notified thereunder, each as amended, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, and other applicable provisions, if any and in order to align the articles of association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the listing requirements of the stock exchange(s) where the securities of the Company are proposed to be listed, and in accordance with the enabling provisions of the memorandum and articles of association, amendment and restated agreement, the set of existing articles of association of the Company, as placed before the shareholders be and is hereby substituted with a new set of articles of association placed before the shareholders and enclosed herewith and the same be approved and be adopted as new articles of association of the Company, in total exclusion and substitution of the existing articles of association of the Company.

RESOLVED FURTHER THAT Mr. Neetish Sarda (DIN: 07262894), Managing Director and Mr. Harsh Binani (DIN: 07717396) Whole Time Director, be and are hereby *severally* authorized to file necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution;

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RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required.”

For and on behalf of the Board of Directors
Smartworks Coworking Spaces Limited
(Formerly known as Smartworks Coworking Spaces Private Limited)

HARSH

BINANI

Digital signed by HARSH BINANI
DN: c=IN, o=PERSONAL, ou=2160,
pseudoym=64c923e35de4e49e577169b895
6904,
2.5.4.20=7429d314295ab7319734f7678e6358
64c39e5737507a068268169202020903052,
postalCode=110030, st=Delhi,
serialNumber=40465957c1c378c33a632e9e3cc
a76823ba472f00f14187846c49484c06a2620,
cn=HARSH BINANI
Date: 2024.08.03 11:04:36 +05'30'

Harsh Binani

Whole Time Director

(DIN: 07717396)

Address: 244, Westend Marg,
Saidulajab, Kohinoor Enclave,
Saidul Azaib, Mehrauli, Delhi- 110030

Date: 03rd August 2024

Place: Gurugram

SMARTWORKS

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**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) vide General Circular no. 20/2020 dated 05th May, 2020; General Circular no. 02/2022 dated 05th May, 2022, General Circular no. 10/2022 dated 28th December, 2022 (“MCA Circulars”) and General Circular No. 09/2023 dated 25th September, 2023, has now allowed Companies to convene AGMs on or before 30th September, 2024, through Video Conferencing (VC) or Other Audio Visual Mode (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Company is being held through OAVM.
2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business set out in the Notice is annexed hereto.
3. The Company has enabled the Members to participate at the AGM through VC facility. The instructions for participation by Members are given in the subsequent page.
4. The members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the AGM is being held through VC., the facility for appointment of proxies by the Members will not be made available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate Members are requested to send a scanned copy (in PDF / JPG format) Or physical copy of the Board Resolution authorizing their representatives to attend the AGM, pursuant to Section 113 of the Companies Act.
7. In case of any queries, the Members may write to investor_relations@sworks.co.in. to receive an email response.
8. Since the AGM is being held through VC, the route map is not annexed to this Notice.

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**INSTRUCTIONS FOR PARTICIPATION BY MEMBERS:-**

1. The link for AGM will be made available on the Email Id of the shareholders as registered with the company.
2. Members are advised that facility of joining the AGM through VC shall be kept open 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after the conclusion of the meeting. The video-conference shall allow for two way teleconferencing for the ease of participation of the members and the participants.
3. Members are requested to cast their vote by the show of hands in the meeting unless demand for poll is made by any Member or Chairman. If demand for poll is made by Chairman or any Member, Members are requested to convey their assent or dissent on the resolution by sending emails through their registered email address on investor_relations@sworks.co.in. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
4. Members are encouraged to join the meeting through Laptops for better experience.
5. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
6. While all efforts will be made to make the VC meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
7. The proceedings of the meetings will be recorded as required under the Companies Act, 2013 read with rules made and circulars issued thereunder.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE.

As per the requirement of section 102 and other applicable provisions of the Companies Act, 2013, this explanatory statement contains relevant and material information to enable the shareholders to consider and approve the resolutions set out in the annexed Notice.

ITEM NO. 4: TO APPROVE THE APPOINTMENT OF MRS. PUSHPA MISHRA (DIN: 07898390) AS INDEPENDENT DIRECTOR OF THE COMPANY

The Members of the Company are being informed that pursuant to the provisions of Section 149(1) of the Companies Act, 2013 read with applicable rules made thereunder, every public company having (a) paid-up share capital of one hundred crore rupees or more; or (b) turnover of three hundred crore rupees or more, shall have at least 1 (one) Women Director in the Board of the Company.

In view of the same, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee of the Company, in its meeting held on July 31, 2024, proposed the appointment of Ms. Pushpa Mishra (DIN: 07898390) as an Independent Director for a term of five (5) consecutive years on the Board of the Company. In the opinion of the Board, Mrs. Pushpa Mishra (DIN: 07898390) who is not disqualified under Section 164(2) of the Act and who has signified her consent to act as an Independent Director of the Company, is Independent from the management and fulfils the eligibility criteria for independence provided under Section 149(6) of the Act and the Rules made thereunder.

Further, as stipulated under clause 1.2.5 of Secretarial Standard-2, a brief profile of Ms. Pushpa Mishra (DIN: 07898390) is provided below in Table A:

Table A
Brief Profile

Particulars	Details
Name	Pushpa Mishra
DIN	07898390
Age	52 Years
Qualification	B.Com, and LLB
Experience (including experience in specific function areas)	20 years;
Terms and Conditions of Appointment	As per Appointment Letter.
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration Proposed to be paid	As per Appointment Letter.
Date of first appointment on the Board	Not Applicable
Shareholding in the Company	NIL
Relationship with other Directors / Key Managerial Personnel	Not Applicable

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Number of meetings of the Board attended	NIL
Directorships of other Boards	1. SMIFS Capital Market Limited 2. SMIFS Capital Services Limited
Membership/Chairmanship of Committees of other Boards	Member of Audit committee and Nomination & Remuneration Committee and Stakeholder Relationship Committee of SMIFS Capital Market Limited
Justification for choosing the appointees for appointment as Independent Directors	Her area of expertise in general corporate, mergers and acquisitions, banking and finance, insolvency and restructuring, projects and dispute resolution.

The board of directors recommends the resolution set out in Item No. 4 of the accompanying notice for approval of the members of the Company as an ordinary resolution.

A copy of the draft letter of appointment of Ms. Pushpa Mishra (DIN: 07898390) as an Independent Director setting out the terms and conditions of the said appointment would be available for inspection at the Registered Office of the Company during normal business hours on any working day without payment of any fee, by the member.

None of the Directors, Key managerial personnel and their relatives are concerned or interested in the proposed resolution.

ITEM NO. 5: TO APPROVE THE APPOINTMENT OF MR. VIRUSANGULAM KUMARASAMY SUBBURAJ (DIN: 02402775) AS DIRECTOR DESIGNATED AS INDEPENDENT DIRECTOR OF THE COMPANY

The Members of the Company are being informed that pursuant to the provisions of Section 149(6) and 161(1) of the Companies Act, 2013 & rules made thereunder, Mr. Virusangulam Kumarasamy Subburaj (DIN: 02402775) was appointed as an Additional Independent Director on the Board of the Company, with effect from June 16, 2024, to hold office up to the date of ensuing General Meeting.

The Members of the Company are being further informed that the Board of Directors of the Company, in its meeting held on July 31, 2024, proposed the appointment of Mr. Virusangulam Kumarasamy Subburaj (DIN: 02402775) as an Independent Director for a term of five (5) consecutive years starting from June 16, 2024, on the Board of the Company.

Mr. Virusangulam Kumarasamy Subburaj (DIN: 02402775), being eligible for appointment as Independent Director, offered himself for appointment by the members of the Company.

Further, as stipulated under clause 1.2.5 of Secretarial Standard-2, a brief profile of Mr. Virusangulam Kumarasamy Subburaj (DIN: 02402775) is provided below in Table A:

Particulars	Details
Name	Mr. Virusangulam Kumarasamy Subburaj
DIN	02402775
Age	68 Years

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Qualification	(i) M.Sc., (Agri) with specialization in Agricultural Extension from TNAU, Coimbatore (ii) Ph.D in Agriculture from Gandhigram Rural University, Dindigul In Tamil Nadu (iii) Indian Administrative Service 1980 Batch
Experience (including experience in specific function areas)	I A S (Rtd)
Terms and Conditions of Appointment	NIL
Remuneration last drawn as Director (including sitting fees, if any)	NIL
Remuneration Proposed to be paid	NIL
Date of first appointment on the Board	June 16, 2024
Shareholding in the Company	NIL
Relationship with other Directors / Key Managerial Personnel	NA
Number of meetings of the Board attended	2
Directorships of other Boards	NIL
Membership/ Chairmanship of Committees of other Boards	NIL

The board of directors recommends the resolution set out in Item No. 5 of the accompanying notice for approval of the members of the Company as an ordinary resolution.

Relevant documents pertaining to the aforesaid item can be inspected during the office hours of any working day at the Registered Office of the Company during normal business hours on any working day, by the member.

Except Mr. Virusangulam Kumarasamy Subburaj, no other Director, Key managerial personnel or their relatives are concerned or interested in the above said resolution.

ITEM NO. 6: TO APPROVE THE APPOINTMENT OF MR. RAJEEV RISHI (DIN: 03557148) AS DIRECTOR DESIGNATED AS INDEPENDENT DIRECTOR OF THE COMPANY

The Members of the Company are being informed that pursuant to the provisions of Section 149(6) and 161(1) of the Companies Act, 2013 & rules made thereunder, Mr. Rajeev Rishi (DIN: 03557148) was appointed as an Additional Independent Director on the Board of the Company, with effect from June 16, 2024, to hold office up to the date of ensuing General Meeting.

The Members of the Company are being further informed that the Board of Directors of the Company in its meeting held on July 31, 2024, proposed the appointment of Mr. Rajeev Rishi (DIN: 03557148) as an Independent Director for a term of five (5) consecutive years starting from July 16, 2024, on the Board of the Company.

Mr. Rajeev Rishi (DIN: 03557148), being eligible for appointment as Independent Director, offered himself for appointment by the members of the Company.

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Further, as stipulated under clause 1.2.5 of Secretarial Standard-2, a brief profile of Mr. Rajeev Rishi (DIN: 03557148) is provided below in Table A:

Particulars	Details
Name	Mr. Rajeev Rishi
DIN	03557148
Age	64 Years
Qualification	Graduate in Arts, LLB, and Diploma in Advanced Human Resource Management.
Experience (including experience in specific function areas)	40 + years of experience in various banking and leadership roles including Commercial Bank Management, Corporate Credit, Human Resource Development, Strategic Management, Leadership, Strategic Risk Management, Corporate Governance & Policy formulation.
Terms and Conditions of Appointment	NIL
Remuneration last drawn as Director (including sitting fees, if any)	NIL
Remuneration Proposed to be paid	NIL
Date of first appointment on the Board	June 16, 2024
Shareholding in the Company	NIL
Relationship with other Directors / Key Managerial Personnel	NA
Number of meetings of the Board attended	2
Directorships of other Boards	Arthmate Financing India Private Limited
Membership/ Chairmanship of Committees of other Boards	NIL

The board of directors recommends the resolution set out in Item No. 6 of the accompanying notice for approval of the members of the Company as an ordinary resolution.

Except Mr. Rajeev Rishi, no other Director, Key managerial personnel or their relatives are concerned or interested in the above said resolution.

Relevant documents pertaining to the aforesaid item can be inspected during the office hours of any working day at the Registered Office of the Company during normal business hours on any working day, by the member.

ITEM NO. 7: TO APPROVE INCREASE IN AUTHORISED EQUITY SHARE CAPITAL OF THE COMPANY BY INR 10.00 CRORES AND MAKE CONSEQUENTIAL AMENDMENT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company is proposing to undertake an Initial Public Offer of the equity shares bearing face value of INR 10 each (Indian Rupees Ten Each) of the Company comprising of a fresh issue of Equity Shares by the Company (“**Fresh Issue**”) and an offer for sale of Equity Shares by certain existing shareholders

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of the Company (“**Selling Shareholders**”) (“**Offer for Sale**”) and together with the Fresh Issue, the “**Offer**”) and list the Equity Shares on one or more of the stock exchanges.

Therefore, in this regard, it is proposed to increase the existing Authorised Share Capital of the Company from existing INR 130,00,00,000 (Indian Rupees One Hundred Thirty Crores Only) divided into 11,00,00,000 (Eleven Crores) Equity Shares of Rs. 10/- (Indian Rupees Ten Only) each and INR. 20,00,00,000 (Indian Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) cumulative convertible preference shares of INR 10/- (Rupees Ten Only) each to INR 140,00,00,000 (Indian Rupees One Hundred Forty Crores Only) divided into 12,00,00,000 (Twelve Crores) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and Rs. 20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) cumulative convertible preference shares of Rs. 10/- (Rupees Ten Only) each.

The proposed increase in the Authorised Share Capital will consequently require alteration in Capital clause V of Memorandum of Association of the Company. Further, pursuant to the provisions of Section 61 of the Companies Act, 2013, any change in the Authorised Share Capital of the Company and alteration of the Memorandum of Association of the Company requires approval of members by way of an Ordinary Resolution.

The board of directors recommends the resolution set out in Item No. 7 of the accompanying notice for approval of the members of the Company as an ordinary resolution.

A copy of the Amended Memorandum of Association being referred to in this resolution would be available for inspection at the Registered office of the Company during normal business hours on any working day, by the members.

None of the Directors of the Company or their relatives, key managerial personnel of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the proposed resolution.

ITEM NO. 8: TO APPROVE RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY THROUGH A FRESH ISSUE AND AN OFFER FOR SALE OF EQUITY SHARES OF THE COMPANY (“IPO”)

The Company intends to list its equity shares (“**Equity Shares**”) on one or more recognised stock exchanges to enable the shareholders to have a formal marketplace for dealing with the Company’s equity shares. For this purpose, it is intended to undertake a fresh issue of the Equity Shares of the Company (“**Fresh Issue**”) and together with the offer for sale of Equity Shares by certain existing shareholders of the Company (“**Offer for Sale**”), the “**Offer**”). The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the book running lead managers (“**BRLMs**”) and other advisors in relation to the Offer and subject to Applicable Laws and regulatory approvals.

In view of the above and in terms of Sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended, the approval of the members of the Company is required through a special resolution.

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Phone No: 0124-6919 400

CIN: U74900DL2015PLC310656





The Company proposes to create, offer, issue, allot and/or transfer such number of Equity Shares, including by way of a fresh issuance of such number of Equity Shares aggregating up to **₹ 6,600 million (including share premium)** at the Offer price, out of the authorized share capital of the Company Fresh Issue, as may be determined at the Board's discretion after considering the prevailing market conditions and other relevant factors the Offer, on such terms and at such price or prices and at such time as may be considered appropriate by the board of directors of the Company ("Board") or a duly authorised committee thereof, in consultation with the BRLMs appointed for the Offer, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public issue by way of book building method under the SEBI ICDR Regulations. The Equity Shares, if any, allotted *vide* the Offer shall rank in all respects *pari passu* with the existing equity shares of the Company.

The proceeds from the Fresh Issue will be utilised for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the Securities and Exchange Board of India in connection with the Offer. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to Applicable Laws. The price at which the Equity Shares will be allotted through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for Equity Shares offered in the Offer shall be determined and finalised by the Company in consultation with the BRLMs to the Offer in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

The Company will not make an issue of Equity Shares to any of the promoters, or members of the promoter group of the Company in the Offer. However, except for the directors who are promoters or part of the promoter group, directors or key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations, the Companies Act, and any other Applicable Laws.

Other than through their participation in the Offer as mentioned above, none of the directors and key managerial personnel of the Company and their relatives of (as defined in the Companies Act) are concerned or interested in the proposed resolution.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

The Board recommends this resolution to be passed by the members of the Company as a Special Resolution. Accordingly, approval of the members of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act.

Accordingly, approval of the members of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act.

None of the Directors of the Company or their relatives, key managerial personnel of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the proposed resolution.

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ITEM NO. 9: TO CONSIDER AND APPROVE INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIAN OR OVERSEAS CITIZEN OF INDIA IN THE SHARE CAPITAL OF THE COMPANY

The Members of the Company are being informed that in terms of Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended (“**FEMA Rules**”) and the Consolidated FDI Policy Circular of 2020, as amended (together with the FEMA and FEMA Rules, the “**FEMA Laws**”), the Non-resident Indians (“**NRIs**”) and Overseas Citizens of India (“**OCIs**”), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of an Indian Company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24% by passing a special resolution.

In relation to the proposed initial public offer (“**Offer**”), the Company proposes to increase the aggregate limit of investment by NRIs and OCIs in the Company from 10% to 24% of the paid-up equity share capital and that the shareholding of each NRI or OCI shall not exceed 5 percent of the total paid-up equity share capital of the Company on a fully diluted basis, and the total holdings of all NRIs and OCIs put together shall not exceed **24%** percent of the total paid-up equity share capital of the Company on a fully diluted basis.

This would allow non-resident Indians to acquire to a greater extent to the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by non-resident Indians.

The Board of Directors of the Company in its meeting held on July 31, 2024 has approved and recommended the resolution as specified in the notice for the approval of the members of the Company as a Special Resolution.

None of the Directors of the Company or their relatives, key managerial personnel of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the proposed resolution.

ITEM NO. 10: TO APPROVE THE REVISED REMUNERATION OF MR. NEETISH SARDA (DIN: 07262894), MANAGING DIRECTOR

The Members of the Company are informed that taking into consideration the meticulous efforts of Mr. Neetish Sarma, Managing Director of the Company leading to successful operational results of the Company, the management has decided to revise his remuneration.

Pursuant to the provisions of Schedule V to the Companies Act, in case of no profits or inadequate profits during the tenure of appointment of a managerial personnel (i.e. Managing Director, Whole-time Director or Manager), remuneration shall be paid as per the applicable slab prescribed based on the ‘Effective Capital’ of the Company.

The effective capital of the Company is Rs. 2110.30 Mn Accordingly, the company could pay only 120 Lacs per annum. In order to pay remuneration in excess of the permissible slab may be paid, if shareholders pass a special resolution.

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The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, in its meeting held on July 31, 2024 has proposed the remuneration of Mr. Neetish Sarda, which is in excess of the limits specified under Schedule V of the Companies Act, 2013. Therefore, the approval of shareholders is required by way of a special resolution.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interests payable thereon for continuous period of 30 days in preceding financial year and in current financial year. Pursuant to Clause (iv) of Section II of Schedule V of Companies Act 2013, the following statement is given apart information already provided above:

I. GENERAL INFORMATION	
(1) Nature of industry	Providing Flexible Workspaces
(2) Date or expected date of commencement of commercial production	Existing in operation since year 2016-2017
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(4) Financial performance based on given indicators	In the financial year 2023-2024, the Company made a turnover of INR 11131.32 Millions.
(5) Foreign investments or collaborations, if any.	Around 249.23 Crores in the company
II. INFORMATION ABOUT THE APPOINTEE:	
(1) Background details	Mr. Neetish Sarda, Founder, who graduated from SIM Global Education, Singapore, in Finance. He has been exposed to his family business in jute manufacturing and information technology from his early years where he learned about large scale operations, execution depth and business cycles.
(2) Past remuneration	INR 1,20,00,000
(3) Recognition or awards	<ul style="list-style-type: none"> Co-Working Leader of the Year (West)' has been awarded to Neetish Sarda at the 14 th Realty+ Co-Working Conclave & Excellence Awards (West) in 2022.

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	<ul style="list-style-type: none"> • ‘Dynamic Entrepreneur of the Year (Business Transformation)’ has been awarded to Neetish Sarda at the Entrepreneur Awards in 2023. • ‘Co-Working Young Achiever of the Year – National’ has been awarded to Neetish Sarda at the Co-Working Conclave and Excellence Awards in 2023.
(4) Job profile and his suitability	Mr. Neetish Sarda, as the founder, oversees critical operational and growth-oriented functions of the Company. He directly manages the CXOs and leadership of key departments including Sales, Business Development, Operations, Product, and Technology. This strategic positioning allows Neetish to drive the company's core business activities, ensuring that our workspace solutions meet market demands and maintain a technological edge. His oversight of these C-level executives and their respective departments enables seamless integration of our operational capabilities with our expansion and innovation goals
(5) Remuneration proposed	INR 1,75,00,000 Fixed + INR 25,00,000 Variable
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	In line with industry standards
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Managing Director
III. OTHER INFORMATION:	
(1) Reasons of loss or inadequate profits	The Company increased its operational seats from ~137k seats as of March 31, 2023 to ~163k seats as of March 31, 2024. The corresponding occupied seats increased from ~105k seats to ~130k seats, respectively. This position s the company well for fiscal 2025 on an operational

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	<p>front. The company continues to maintain its leadership position as it invests in growth and focuses on increasing its occupancy.</p> <p>The increase in revenue from the current footprint, combined with the payout of operating leverage, will help the company recover the depreciation expenses on fixed assets, including right-of-use assets, and turn profitable.</p>
<p>(2) Steps taken or proposed to be taken for improvement</p>	<p>The Company continues to focus on increasing occupancy, and the same is visible in terms of committed occupied seats, which is in excess of 150k seats as of July 31, 2024. The resultant increase in revenue with a non-linear increase in costs as fixed expenses will not undergo a change and variable expenses will increase only in a moderate fashion for centres which are mature (i.e., have been in operation for more than 12 months) will result in improvement in profitability.</p>
<p>(3) Expected increase in productivity and profits in measurable terms</p>	<p>The Company has expanded its operational footprint from ~6.2 Mn Sq Ft as of March 31, 2023 to ~8.0 Mn as of March 31, 2024 (which includes ~0.8 Mn Sq Ft under fit-out). During fiscal 2025, the company intends to maintain its trajectory of adding a footprint and continue its leadership position in managed office spaces.</p> <p>The Company's total revenue increased from INR 7440.70 million as of fiscal 2023 to INR 11131.10 million as of March 31, 2024. During the same period, the restated total comprehensive loss reduced from INR 1010.20 million to INR 498.33 million. Management is confident that the company's path to profitability will help it turn profitable in fiscal 2026.</p>

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The Board of directors recommends the resolution set out in Item No. 10 of the accompanying notice for approval of the members of the Company as a special resolution.

Other than Mr. Neetish Sarda, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise in the above Resolutions.

ITEM NO. 11: TO APPROVE THE REVISED REMUNERATION OF MR. HARSH BINANI (DIN: 07717396), WHOLE TIME DIRECTOR OF THE COMPANY

The Members of the Company are informed that taking into consideration the meticulous efforts of Mr. Harsh Binani, Whole Time Director of the Company leading to successful operational results of the Company, the management has decided to revise his remuneration.

Pursuant to the provisions of Schedule V to the Companies Act, in case of no profits or inadequate profits during the tenure of appointment of a managerial personnel (i.e. Managing Director, Whole-time Director or Manager), remuneration shall be paid as per the applicable slab prescribed based on the ‘Effective Capital’ of the Company.

The effective capital of the Company is Rs. 2110.30 Mn Accordingly, the company could pay only 120 Lacs per annum. In order to pay remuneration in excess of the permissible slab may be paid, if shareholders pass a special resolution.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, in its meeting held on July 31, 2024 has proposed the remuneration of Mr. Harsh Binani, which is in excess of the limits specified under Schedule V of the Companies Act, 2013. Therefore, the approval of shareholders is required by way of a special resolution.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interests payable thereon for continuous period of 30 days in preceding financial year and in current financial year. Pursuant to Clause (iv) of Section II of Schedule V of Companies Act 2013, the following statement is given apart information already provided above:

I. GENERAL INFORMATION	
(1) Nature of industry	Providing Flexible Workspaces
(2) Date or expected date of commencement of commercial production	Existing in operation since year 2016-2017
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(4) Financial performance based on given indicators	In the financial year 2023-2024, the Company made a turnover of INR 11131.32 Millions.
(5) Foreign investments or collaborations, if any.	Around 249.23 Crores in the company

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II. INFORMATION ABOUT THE APPOINTEE:	
(1) Background details	Mr. Harsh Binani, Co-Founder, who completed his bachelor’s degree in economics from Shri Ram College of Commerce, Delhi, and MBA from the Kellogg School of Management. Harsh spent four years with McKinsey & Co, Chicago where he served large, global corporations across sectors on strategy, finance and organisation
(2) Past remuneration	INR 1,20,00,000
(3) Recognition or awards	<ul style="list-style-type: none"> • ‘40 under 40 BW Disruptors’ has been awarded to Harsh Binani by Businessworld in 2023. • Earned a coveted spot on the esteemed Realty+ 40 Under 40 list in 2023.
(4) Job profile and his suitability	Mr. Harsh Binani, as co-founder, leads crucial corporate and support functions of the Company. He directs the CXOs and teams responsible for Investor Relations, Finance & Accounts, Marketing, and Legal affairs. This structure allows Harsh to ensure that the Company maintains strong relationships with investors, adheres to financial and legal compliance, and effectively communicates our brand message to the market. His leadership of these C-level executives and their departments provides essential support to the Company's operational activities and contributes significantly to our overall strategic direction and corporate governance.
(5) Remuneration proposed	INR 1,75,00,000 Fixed + INR 25,00,000 Variable
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	In line with industry standards

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<p>(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.</p>	<p>Whole Time Director</p>
<p>III. OTHER INFORMATION:</p>	
<p>(1) Reasons of loss or inadequate profits</p>	<p>The Company increased its operational seats from ~137k seats as of March 31, 2023 to ~163k seats as of March 31, 2024. The corresponding occupied seats increased from ~105k seats to ~130k seats, respectively. This positions the company well for fiscal 2025 on an operational front. The company continues to maintain its leadership position as it invests in growth and focuses on increasing its occupancy.</p> <p>The increase in revenue from the current footprint, combined with the playout of operating leverage, will help the company recover the depreciation expenses on fixed assets, including right-of-use assets, and turn profitable.</p>
<p>(2) Steps taken or proposed to be taken for improvement</p>	<p>The Company continues to focus on increasing occupancy, and the same is visible in terms of committed occupied seats, which is in excess of 150k seats as of July 31, 2024. The resultant increase in revenue with a non-linear increase in costs as fixed expenses will not undergo a change and variable expenses will increase only in a moderate fashion for centres which are mature (i.e., have been in operation for more than 12 months) will result in improvement in profitability.</p>
<p>(3) Expected increase in productivity and profits in measurable terms</p>	<p>The Company has expanded its operational footprint from ~6.2 Mn Sq Ft as of March 31, 2023 to ~8.0 Mn as of March 31, 2024 (which includes ~0.8 Mn Sq Ft under fit-out). During fiscal 2025, the company intends to maintain its trajectory of adding a footprint and</p>

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	<p>continue its leadership position in managed office spaces.</p> <p>The Company's total revenue increased from INR 7440.70 million as of fiscal 2023 to INR 11131.10 million as of March 31, 2024. During the same period, the restated total comprehensive loss reduced from INR 1010.20 million to INR 498.33 million. Management is confident that the company's path to profitability will help it turn profitable in fiscal 2026.</p>
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The board of directors recommends the resolution set out in Item No. 11 of the accompanying notice for approval of the members of the Company as a special resolution.

Other than Mr. Harsh Binani, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise in the above Resolutions.

ITEM NO. 12: TO CONSIDER AND APPROVE AMENDED ESOP SCHEME OF THE COMPANY

The Members of the Company is being informed that given that the Company is proposing to undertake an Initial Public Offering of its equity shares, the Company will be required to ensure that the existing Employee Stock Option Plan 2022 (“**Plan**” or “**ESOP**”) is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, (“**SEBI SBEB Regulations**”) and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred to as the “**Applicable Laws**”). Accordingly, Plan is required to be amended to align it with the requirements under the Applicable Laws.

The Board of Directors pursuant to a resolution passed on July 31, 2024, has approved the amendments proposed in the said Plan.

Now, the Board recommends passing the resolution as set out Item no. 12 in the accompanying notice for the approval of the shareholders of the Company as special resolution.

Except to the extent of the options granted to the directors, key managerial personnel, senior management and relatives (as defined in the Companies Act) of directors and/or key managerial personnel and/or senior management under the ESOP, none of the directors, key managerial personnel, senior management and relatives (as defined in the Companies Act) of directors and/or key managerial personnel and/or senior management are concerned or interested in the proposed resolution, except in the ordinary course of business.

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ITEM NO. 13: TO CONSIDER AND APPROVE BORROWING LIMIT U/S 180(1)(C) OF COMPANIES ACT, 2013

The Members of the Company are being informed that the Board of Directors of the Company, in its meeting held on December 20, 2023, had already approved the borrowing limits up to 800 Crores under Section 179(3) of the Companies Act, 2013.

The Members of the Company are being further informed that since the status of the Company has changed from a Private Limited Company to a Public Limited Company, it is proposed to approve the said limits, i.e., up to 800 Crores under Section 180(1)(c) of the Companies Act, 2013.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, where the money to be borrowed, together with the money already borrowed by the Company, will exceed the aggregate of its paid-up share capital, free reserves, and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, the approval of the Members of the Company by way of a Special Resolution is also required.

Therefore, the Board of Directors now recommends the resolution as set out in Item No. 13 of the accompanying Notice for approval of the members of the Company as a Special resolution.

None of the Directors of the Company or their relatives, key managerial personnel of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the proposed resolution.

ITEM NO. 14: TO APPROVE CHARGE /DISPOSAL LIMIT U/S 180(1)(A) OF COMPANIES ACT, 2013

The Members of the Company are informed that it is proposed to approve a limit of up to INR 100 Crores to sell, lease, or otherwise dispose of the whole or substantially the whole of the Company's undertaking on such terms and conditions as may be deemed fit by the Board of Directors.

The Members are further informed that pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, where the Company wants to sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the company, or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, the approval of the Members of the Company by way of a Special Resolution is required.

Therefore, the Board of Directors now recommends the resolution as set out in Item No. 14 of the accompanying Notice for approval of the members of the Company as a Special resolution.

None of the Directors of the Company or their relatives, key managerial personnel of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the proposed resolution.

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ITEM NO. 15: TO CONSIDER AND RECOMMEND ENHANCING THE LIMIT FOR LOANS AND INVESTMENTS BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013 UPTO RS. 250 CRORES

The Members of the Company are being informed that as per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of

- i. 60 % of the aggregate of the paid-up capital and free reserves and securities premium account or,
- ii. 100 % of its free reserves and securities premium account,

whichever is more, if special resolution is passed by the members of the Company.

Accordingly, the Company seeks approval from the Members to approve the limit for loan and investments by the company upto Rs. 250 crores under the above section.

Therefore, the Board of Directors now recommends the resolution as set out in Item No. 15 of the accompanying Notice for approval of the members of the Company as a Special resolution.

None of the Directors of the Company or their relatives, key managerial personnel of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the proposed resolution.

ITEM NO. 16: TO CONSIDER AND APPROVE THE ALTERATION OF THE ARTICLES OF THE ASSOCIATION OF THE COMPANY

The Member of the Company are being informed that in order to undertake the proposed public issue, the Company will be required to ensure that the articles of association of the Company (the “AOA”) conform to the requirements and directions of relevant stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges. The Company therefore proposes to adopt a new set of AOA that shall conform to the requirements and directions provided by the stock exchanges and the Companies Act, 2013 and the rules notified thereunder, as amended (“**Companies Act**”), the Securities Contracts (**Regulation**) Rules, 1957 and other applicable laws.

Copy of existing AOA and revised AOA will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the extra-ordinary general meeting.

Pursuant to the provisions of the Companies Act, 2013, any amendment in AOA requires approval of the members of the company.

The board of directors recommends the resolution set out in Item No. 16 of the accompanying notice for approval of the members of the Company as a Special resolution.

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None of the Directors, key managerial personnel, and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except in the ordinary course of business.

For and on behalf of the Board of Directors

Smartworks Coworking Spaces Limited

(Formerly known as Smartworks Coworking Spaces Private Limited)

HARSH

BINANI

Digitally signed by Harsh Binani
DN: cn=Harsh Binani, o=Smartworks Coworking Spaces Limited, ou=Smartworks Coworking Spaces Limited, email=harsh@sworks.co.in, c=IN
Date: 2024.08.03 11:55:17 +05'30'

Harsh Binani

Whole Time Director

(DIN: 07717396)

Address: 244, Westend Marg,
Saidulajab, Kohinoor Enclave,
Saidul Azaib, Mehrauli, Delhi- 110030

Date: 03rd August 2024

Place: Gurugram

SMARTWORKS

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