

**Ref:** AL/SE/0519/01

**Date:** 3<sup>rd</sup> May, 2019

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra- Kurla Complex,  
Bandra (East), Mumbai - 400051.  
Fax No. 2659 8237 / 38

Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
2<sup>nd</sup> Floor, Dalal Street,  
Mumbai – 400 001  
Fax No. 2272 3121/ 2037

Re.: - Arshiya Limited – **NSE Scrip Name: ARSHIYA**  
**BSE Scrip Code: 506074**

**Sub: Certificate under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended March 31, 2019**

Dear Sir/Madam,

In accordance with Regulation 74 (5) of the SEBI (Depositories and Participants) Regulations, 2018 and based on the certificate received from Bigshare Services Private Limited (RTA), we hereby confirm that for the period ended March 31, 2019, the certificates of equity shares received for dematerialization have been mutilated and cancelled only after due verification and that the name of the respective depository has been substituted as the registered owner in respect of those dematerialized equity shares.

We further confirm that the securities comprised in the said certificates of equity shares have been listed on BSE Limited and the National Stock Exchange of India Limited where the earlier issued securities are listed.

Thanking you,

Yours faithfully,

**For ARSHIYA LIMITED**

  
Savita Dalal

**Company Secretary & Compliance Officer**



**Arshiya Limited**

**REPORT OF SCRUTINIZER**

(Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2015 as amended from time to time)

Date: July 25, 2019

To,  
**The Chairman,**  
**ARSHIYA LIMITED,**  
302, Ceejay House, Level-3, Shiv Sagar Estate,  
F-Block, Dr. Annie Besant Road, Worli,  
Mumbai 400018 Maharashtra India

**Sub: Scrutinizer Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Noticedated 16<sup>th</sup> May, 2019 through Postal Ballot**

Dear Sir,

I, CS Mohammed Aabid, Practicing Company Secretary, Partner of Aabid & Co. Mumbai has been appointed as Scrutinizer by the Board of Directors of **ARSHIYA LIMITED** (hereinafter called "the Company") for the purpose of scrutinizing the process of Postal Ballot including voting through electronic means pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions proposed through Postal Ballot Notice dated 16<sup>th</sup> May, 2019.



The Postal Ballot Notice for passing the special businesses along with statement setting out material facts under Section 102 of the Companies Act, 2013 in respect of resolutions proposed as special business to be passed by the shareholders of the Company through Postal ballot process including voting by electronic means was sent to the shareholders on 16<sup>th</sup> May, 2019. The Company has availed services of National Securities Depository Limited ("NSDL") to provide e-voting facility to its Members.

The Shareholders of the Company holding shares either in physical or dematerialized form as on the Cut-off Date i.e. on Friday, 21<sup>st</sup> June, 2019 and cut – off date for Dispatch of Physical copy of Notice is 14<sup>th</sup> June, 2019 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 4 in the Postal Ballot Notice.

The voting period for e-voting commenced on Monday, June 24, 2019 at 09:30 A.M. (IST) and ended on Tuesday, July 23, 2019 at 5:00 P.M. (IST) and e-voting system of ("NSDL") was blocked immediately thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through physical ballot forms received till Tuesday, July 23, 2019 up to 5:00 pm, were considered. The Postal Ballot Forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the ("NSDL") e-voting system and the Postal Ballot Forms received respectively.

I now submit my consolidated report on the results of e-voting and postal ballot conducted in relation to the Resolutions as under:





**SPECIAL BUSINESS****Item No. 1: Ordinary Resolution**

**Re-appointment of Mr. Ajay S Mittal (DIN:00226355) as Managing Director of the Company**

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode.	Number of votes cast by them (Shares)	% of total number of valid votes cast
E-voting	45	13037536	21.66%
Physical	29	47154627	78.34%
<b>Total</b>	<b>74</b>	<b>60192163</b>	<b>100.00%</b>

(ii) Voted against the resolution:

	Number of members voted through electronic votingsystem and physicalmode.	Number of votes cast by them (Shares)	% of total number of valid votes cast
E-voting	07	1079	0.00%
Physical	0	0	0
<b>Total</b>	<b>07</b>	<b>1079</b>	<b>0.00%</b>

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**Item No. 2: Ordinary Resolution****Re-appointment of Mrs. Archana A Mittal (DIN:00703208) as Joint Managing Director of the Company**

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode.	Number of votes cast by them (Shares)	% of total number of valid votes cast
E-voting	45	13030010	21.65%
Physical	29	47154627	78.35%
<b>Total</b>	<b>74</b>	<b>60184637</b>	<b>100.00%</b>

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode.	Number of votes cast by them (Shares)	% of total number of valid votes cast
E-voting	10	8605	0.00%
Physical	0	0	0
<b>Total</b>	<b>10</b>	<b>8605</b>	<b>0.00%</b>

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**Item No. 3: Special Resolution**

**Reclassification of the authorised share capital and consequent alteration of the memorandum of association:**

(iv) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode.	Number of votes cast by them (Shares)	% of total number of valid votes cast
E-voting	50	140155412	74.83%
Physical	29	47154627	25.17%
<b>Total</b>	<b>79</b>	<b>187310039</b>	<b>100.00%</b>

(v) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode.	Number of votes cast by them (Shares)	% of total number of valid votes cast
E-voting	07	4428	0.00%
Physical	0	0	0
<b>Total</b>	<b>07</b>	<b>4428</b>	<b>0.00%</b>

(vi) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





**Item No. 4: Special Resolution****Issue of Compulsory Convertible Debentures and Optionally Convertible Redeemable Preference Shares on Preferential Basis:**

Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode.	Number of votes cast by them (Shares)	% of total number of valid votes cast
E-voting	50	140155412	74.83%
Physical	29	47154627	25.17%
<b>Total</b>	<b>79</b>	<b>187310039</b>	<b>100.00%</b>

(vii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode.	Number of votes cast by them (Shares)	% of total number of valid votes cast
E-voting	09	11929	0.00%
Physical	0	0	0
<b>Total</b>	<b>09</b>	<b>11929</b>	<b>0.00%</b>

(viii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Postal Ballot and the same shall be handed over to the Compliance Officer for safe keeping.

Thanking You  
Yours Faithfully,

**For Aabid & Co.**  
Company Secretaries



**Mohammed Aabid**  
Partner

Membership No.: F6579

C. P. No.: 6625

**Place: Mumbai**

**Date: 25/07/2019**

Countersigned

Chairman