

Ref: AL/SE/0719/06

Date: 25/07/2019

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra- Kurla Complex,
Bandra (East), Mumbai — 400 001
Fax No. 2272 3121/ 2037

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
2nd Floor, Dalal Street,
Mumbai ~ 400051
Fax No. 2659 8237 / 38

Sub: Submission of Voting Result and Scrutinizers Report as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for postal ballot.

Dear Sir,

Pursuant to the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform that the resolutions contained in the Notice of Postal Ballot dated 16th May, 2019 as per Section 110 of the Companies Act, 2013 seeking consent of members have been passed with requisite majority.

We enclose herewith the results of Voting by means of remote E-voting and Physical Ballot Papers for the resolutions as mentioned in the Notice of Postal Ballot dated 16th May, 2019 in the prescribed format along with the copy of Consolidated Scrutinizer Report on Postal Ballot Voting including remote E-voting and voting through ballot paper.

Thanking you.

Yours faithfully,
For Arshiya Limited



Savita Dalal
Company Secretary and Compliance Officer

Arshiya Limited

Resolution (1)

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

| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? | | | | Ordinary | | | | |
|-----------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category | Mode of voting | No. of shares held | No. of votes polled | Yes | | | | |
| | | | | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 127121225 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 127121225 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Institutions | E-Voting | 8187803 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 8187803 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Non Institutions | E-Voting | 108305264 | 13038615 | 12.0388 | 13037536 | 1079 | 99.9917 | 0.0083 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 47154627 | 43.5386 | 47154627 | 0 | 100.0000 | 0.0000 |
| | Total | 108305264 | 60193242 | 55.5774 | 60192163 | 1079 | 99.9982 | 0.0018 |
| Total | | 243614292 | 60193242 | 24.7084 | 60192163 | 1079 | 99.9982 | 0.0018 |

Director:



Resolution (2)

Re-appointment of Mrs. Archana A Mittal (DIN:00703208) as Joint Managing Director:

| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? | | | | Ordinary | | | | |
|-----------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category | Mode of voting | No. of shares held | No. of votes polled | Yes | | | | |
| | | | | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | 127121225 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 127121225 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | 8187803 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 8187803 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Non Institutions | E-Voting | | 13038615 | 12.0388 | 13030010 | 8605 | 99.9340 | 0.0660 |
| | Poll | 108305264 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 47154627 | 43.5386 | 47154627 | 0 | 100.0000 | 0.0000 |
| | Total | 108305264 | 60193242 | 55.5774 | 60184637 | 8605 | 99.9857 | 0.0143 |
| Total | | 243614292 | 60193242 | 24.7084 | 60184637 | 8605 | 99.9857 | 0.0143 |



Resolution (3)

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

| Category | Mode of voting | Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? | | Special | | | | |
|-----------------------------|-------------------------------|-----------------------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 127121225 | 127121225 | 100.0000 | 127121225 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 127121225 | 127121225 | 100.0000 | 127121225 | 0 | 100.0000 |
| Public-Institutions | E-Voting | 8187803 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 8187803 | 0 | 0.0000 | 0 | 0 | 0.0000 |
| Public-Non Institutions | E-Voting | 108305264 | 13038615 | 12.0388 | 13034187 | 4428 | 99.9660 | 0.0340 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 47154627 | 43.5386 | 47154627 | 0 | 100.0000 | 0.0000 |
| | Total | | 108305264 | 60193242 | 55.5774 | 60188814 | 4428 | 99.9926 |
| Total | | 243614292 | 187314467 | 76.8898 | 187310039 | 4428 | 99.9976 | 0.0024 |



Resolution (4)

Issue of Compulsory Convertible Debentures and Optionally Convertible Redeemable Preference Shares on Preferential Basis:

| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? | | | | Special | | | | |
|-----------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | No | |
| | | | | | | | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 127121225 | 127121225 | 100.0000 | 127121225 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 127121225 | 127121225 | 100.0000 | 127121225 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | 8187803 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 8187803 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Non Institutions | E-Voting | 108305264 | 13038615 | 12.0388 | 13026686 | 11929 | 99.9085 | 0.0915 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 47154627 | 43.5386 | 47154627 | 0 | 100.0000 | 0.0000 |
| | Total | 108305264 | 60193242 | 55.5774 | 60181313 | 11929 | 99.9802 | 0.0198 |
| Total | | 243614292 | 187314467 | 76.8898 | 187302538 | 11929 | 99.9936 | 0.0064 |

For Arshiya Limited

Savita Dalal
Company Secretary

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 16th 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 16th 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 asspecial 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 16th 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, 21st June, 2019 and cut – off date for Dispatch of Physical copy of Notice is 14th 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% |
| Total | 74 | 60192163 | 100.00% |

(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 |
| Total | 07 | 1079 | 0.00% |

(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 |
| Total | 0 | 0 |



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% |
| Total | 74 | 60184637 | 100.00% |

(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 |
| Total | 10 | 8605 | 0.00% |

(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 |
| Total | 0 | 0 |



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% |
| Total | 79 | 187310039 | 100.00% |

(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 |
| Total | 07 | 4428 | 0.00% |

(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 |
| Total | 0 | 0 |



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% |
| Total | 79 | 187310039 | 100.00% |

(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 |
| Total | 09 | 11929 | 0.00% |

(viii) Invalid votes:

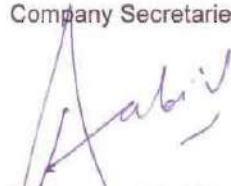
| | Total number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|--------------|-----------------------------------------------------------|-------------------------------------|
| E-voting | 0 | 0 |
| Physical | 0 | 0 |
| Total | 0 | 0 |



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

