

Ref: AL/SE/0519/01

Date: 3rd May, 2019

National Stock Exchange of India Limited
Exchange Plaza, 5th 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,
2nd 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

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
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	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
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:

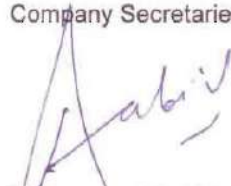
	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	0	0
Physical	0	0
Total	0	0



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

