

Date: 18th November, 2022

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
CM Quote: ARSHIYA

To,
The Corporate Relationship Department
BSE Limited
P. J. Towers, Dalal Street,
Mumbai - 400 001
Scrip Code: 506074

Dear Sir/ Madam,

Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

In continuation to our letter dated 14th November, 2022 regarding outcome of Board Meeting and pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice for seeking approval of Shareholders of the Company by way of Special Resolution for the business as set out in the Postal Ballot Notice.

In compliance with the General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020 , 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28,2020, December 31, 2020 and June 23, 2021 respectively issued by the Ministry of Corporate Affairs ("the MCA Circulars"), and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI), the Postal Ballot Notice have been sent electronically to all the shareholders who have registered their email addresses with the Company/Registrar and Share Transfer Agent/Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 11, 2022. The physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the shareholders for this Postal Ballot and shareholders have been requested to communicate their assent or dissent through the remote e-voting system only provided by National Securities Depository Limited.

Remote e-voting period shall commence on Sunday, November 20, 2022 (9:00 A.M. IST) and end on Monday, December 19, 2022 (5.00 P.M. IST) (both days inclusive). The results of the remote e-voting shall be announced on or before Tuesday, December 20, 2022 and the same will be communicated to the Stock Exchanges along with the Scrutinizer's report within the prescribed time. The Postal Ballot Notice is also available on the website of the Company.

Arshiya Limited

This is for your information as also for the information of public at large.
You are requested to take the same on records.

Thanking You,

Yours faithfully,
For Arshiya Limited

AJAY SHANKARLAL MITTAL
AL MITTAL

Digitally signed by
AJAY SHANKARLAL
MITTAL
Date: 2022.11.18
11:05:32 +05'30'



Ajay S. Mittal
Chairman & Managing Director
DIN: 00226355

Encl: As above



ARSHIYA LIMITED

Reg. Off: 205 and 206 (part), 2nd Floor, Ceejay House,

Shiv Sagar Estate, F - Block, Dr. Annie Besant Road, Worli, Mumbai – 400 018

Website: www.arshiyalimited.com; **Investor Relation Contact:** teamsecretarial@arshiyalimited.com

CIN: L93000MH1981PLC024747 **Tel:** +91 22 4230 5500/502 **Fax:** +91 22 4230 5555

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Arshiya Limited (“the Company”) by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for, inter-alia, conducting postal ballot through e-voting vide General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively (“MCA Circulars”) and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively “SEBI Circulars”), issued by the Securities and Exchange Board of India (SEBI). The Ministry of Corporate Affairs and SEBI vide their respective circulars mentioned above have dispensed with the requirement for issuing the hard copies of documents for passing of Ordinary and Special Resolutions by the Members on account of the threat posed by Covid-19 Pandemic.

The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

In accordance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice only by email to the Members who have registered their email addresses with the Company or Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company (‘RTA’) or Depository / Depository Participants and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday of November 11, 2022 (“**cut-off date**”). The communication of assent / dissent of the Members will only take place through the remote e-voting system. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms

and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Members are required to communicate their assent or dissent through the remote e-voting system only.

SPECIAL BUSINESS:

ITEM: 1

APPOINTMENT OF DR. MS. PRIYA MADHUKAR KENKARE (DIN: 09758394) AS AN INDEPENDENT WOMAN 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 Dr. Ms. Priya Madhukar Kenkare (DIN: 09758394), who was appointed as an Additional and Independent Woman Director by the Board of Directors of the Company with effect from 7th October, 2022, pursuant to Sections 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), be and is hereby appointed as an Independent Woman Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years, with effect from 7th October, 2022 upto 6th October, 2027.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**By Order of the Board of Directors
of Arshiya Limited**

Place: Mumbai
Date: November 14, 2022
CIN: L93000MH1981PLC024747
Regd office: 205 and 206 (part),
2nd Floor, Ceejay House, F-Block,
Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400 018
Tel No.: +91 22 4230 5500 **Website:** www.arshiyalimited.com
e-mail Id: teamsecretarial@arshiyalimited.com

Sd/-
Ajay S. Mittal
Chairman & Managing Director
DIN: 00226355

NOTES

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (‘the Act’) read with the Companies (Management and Administration) Rules,

2014, in respect of businesses to be transacted as mentioned in the Notice, and the relevant details of the Directors as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.

2. In view of the prevailing COVID-19 pandemic and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively ("MCA Circulars"), and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India (SEBI), this Postal Ballot Notice ("**Notice**") along with explanatory statement and remote e-voting instructions is being sent only through electronic mode to all those Members whose e-mail addresses are registered with the Company / Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company ('RTA')/ Depository/ Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 11, 2022 ("cut-off date").
3. A copy of the Postal Ballot Notice is also available on the Company's website www.arshiyalimited.com and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed.
4. In compliance with the requirement of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this postal ballot and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.
5. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on cut-off date i.e. Friday, November 11, 2022. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall only be entitled to cast his / her vote through remote e-voting. A person who ceases to be a Member as on cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
6. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by National Securities Depository Limited ('NSDL'). Instructions for remote e-voting are provided in this Notice.
7. The Portal for E-voting will remain open for the Members for exercising their voting from Sunday, November 20, 2022 at 09:00 A.M. India Standard Time ('IST') up to Monday, December 19, 2022 at 05:00 P.M. (IST) both days inclusive. The E-voting needs to be exercised by 05:00 P.M. (IST) on Monday, December 19, 2022. Please note that E-voting module will be disabled for voting by National Securities Depository

Limited ('NSDL') after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialized form, as on Friday, November 11, 2022 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

8. The Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, November 11, 2022 and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. Bigshare Services Private Limited.
 9. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 10. The Board of Directors of the Company have appointed Mr. Mohammed Aabid, Partner of M/s. Aabid & Co., Practicing Company Secretaries (COP No. 6625 and Membership No. FCS 6579), as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
 11. Upon completion of remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by him in writing, who shall countersign the same. The result of the postal ballot will be announced on or before Tuesday, December 20, 2022. The said result along with the Scrutinizer's report would be displayed on the Company's website www.arshiyalimited.com and shall be communicated to the Stock Exchanges, BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com where the shares of the Company are listed.
 12. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. on Monday, December 19, 2022.
 13. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to teamsecretarial@arshiyalimited.com.
 14. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one daily newspaper circulating in Mumbai.
- To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Company's RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.**
15. **Instructions for remote e-voting are as below:**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

(A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code

	<p>mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43
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(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

<u>How to Log-in to NSDL e-Voting website?</u>	
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.	
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.	
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. <i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i>	
4. Your User ID details are given below:	
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5. Password details for shareholders other than Individual shareholders are given below:	
a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.	
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.	
c) How to retrieve your ‘initial password’?	
(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.	
(ii) If your email ID is not registered, please follow steps mentioned below in	

process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jog@aacs.in with a copy marked to evoting@nsdl.co.in and teamsecretarial@arshiyalimited.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to teamsecretarial@arshiyalimited.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to teamsecretarial@arshiyalimited.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board of Directors
of Arshiya Limited**

Sd/-

Ajay S. Mittal

Chairman & Managing Director

DIN: 00226355

Place: Mumbai

Date: November 14, 2022

CIN: L93000MH1981PLC024747

Regd office: 205 and 206 (part),
2nd Floor, Ceejay House, F-Block, Shiv Sagar Estate,
Dr. Annie Besant Road, Worli, Mumbai – 400 018

Tel No.: +91 22 4230 5500 **Website:** www.arshiyalimited.com

e-mail Id: teamsecretarial@arshiyalimited.com

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE
COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF POSTAL
BALLOT NOTICE**

Item No. 1:

The Nomination and Remuneration Committee and the Board of Directors of the Company vide its circular resolution passed on 7th October, 2022, appointed Dr. Ms. Priya Madhukar Kenkare (DIN: 09758394) as an Additional and Independent Woman Director of the Company, in accordance with Sections 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), to hold office for a term of 5 (five) consecutive years from 7th October, 2022 to 6th October, 2027, not liable to retire by rotation, subject to the approval of the shareholders.

As an Additional Director, Dr. Ms. Priya Madhukar Kenkare holds office up to the date of the next General Meeting of the Company and is eligible for being appointed as an Independent Woman Director of the Company, subject to the approval of the Shareholders. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Dr. Ms. Priya Madhukar Kenkare for the office of Director of the Company.

In accordance with Regulation 17(1C) of the Listing Regulations with effect from 1st January, 2022, approval of the shareholders for appointment of a person on the Board of Directors should be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in accordance with Regulation 25(2A) of the Listing Regulations, effective 1st January, 2022, consent of the shareholders by way of Special Resolution shall be required for appointment of an Independent Director on the Board of Directors of the Company. It is proposed to seek approval of shareholders of the Company by way of Special Resolution through Postal Ballot for appointment of Dr. Ms. Priya Madhukar Kenkare as an Independent Woman Director on the Board of Directors of the Company to hold office for 5 (five) consecutive years from 7th October, 2022 to 6th October, 2027. Relevant details relating to appointment of Dr. Ms. Priya Madhukar Kenkare as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Postal Ballot Notice. The Company has received a declaration from Dr. Ms. Priya Madhukar Kenkare confirming that she meets the criteria of independence as prescribed under the Act and the Listing Regulations. She has also confirmed that she is not disqualified from being appointed as a

Director in terms of Section 164 of the Act and has consented to act as a Director of the Company. In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, the appointment of Dr. Ms. Priya Madhukar Kenkare brings on board wealth of experience in the areas of value creation, governance, financial management and capability building, which would add value to the deliberations in

Board meetings. She also fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations (including any statutory modification(s) and/or reenactment(s) thereof for the time being in force) and is independent of the management of the Company.

A copy of draft letter of appointment of Dr. Ms. Priya Madhukar Kenkare setting out the terms and conditions of appointment has been uploaded on the website of the Company i.e www.arshiyalimited.com.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, propose the appointment of Dr. Ms. Priya Madhukar Kenkare as an Independent Woman Director of the Company and recommend the Special Resolution as set out in Resolution No. 1 of the Notice for approval of the Members. Other than Dr. Ms. Priya Madhukar Kenkare and his relatives, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in Resolution No. 1 of this Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

**By Order of the Board of Directors
of Arshiya Limited**

Sd/-

Ajay S. Mittal
Chairman & Managing Director
DIN: 00226355

Place: Mumbai

Date: November 14, 2022

CIN: L93000MH1981PLC024747

Regd office: 205 and 206 (part),
2nd Floor, Ceejay House, F-Block, Shiv Sagar Estate,
Dr. Annie Besant Road, Worli, Mumbai – 400 018

Tel No.: +91 22 4230 5500 **Website:** www.arshiyalimited.com

e-mail Id: teamsecretarial@arshiyalimited.com

ANNEXURE

Information required to be provided as per Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, regarding the Directors who are proposed to be appointed / reappointed is as below:

Name of the Director	:	Dr. Ms. Priya Madhukar Kenkare
Director Identification Number (DIN)	:	09758394
Nationality	:	Indian
Date of First appointment on the Board	:	7 th October, 2022
Designation	:	Additional and Independent Woman Director (Non-Executive)
Date of Birth	:	20 th January, 1968
Age	:	53
Tenure with the Company	:	1 month
Qualification	:	Bachelor of Arts (Honours) Psychology Sociology, from University of Bombay, Masters in Management Studies (M.M.S) Marketing, Diploma in Export Management.
Nature of Expertise and Experience	:	<p>Dr. Ms. Priya Madhukar Kenkare is Visiting Faculty at various Management Institutes across India and she brings with her over 37 years of experience such as Adjunct Faculty of Business & Management in a Global Context, International Comparative Perspectives, Core Management Concepts, E-Business, Human Resource Management with Russel Square International College and Business Study Skills & Methods, Business Communication, Management & Business in a Comparative Perspective, Advertising & Promotion Management with University of London's Royal Holloway College.</p> <p>Further, she has experience as Visiting Faculty of Business & Management of Podar World College in E-Business, Development Management and Social Media. Dr. Ms. Kenkare holds Bachelor of Arts (Honours) Psychology Sociology and Master's in Management Studies (M.M.S) in Marketing from University of Bombay and Diploma in Export Management University of Vadodara and she has also Completed Doctorate (PhD) in Management from New Age International University, European Union and Diploma in Hotel Management and Catering Technology.</p>
Terms and conditions of appointment	:	Appointed as an Additional Non-Executive

or re-appointment	Independent Woman Director for a term of five years on the Board of Directors of Arshiya Limited with effect from 7 th October, 2022 which is subject to approval of the Shareholders as per the provisions of the Companies Act, 2013. She will not be liable to retire by rotation. The term 'Independent Director' is construed as defined under the Companies Act, 2013 and SEBI LODR Regulations.
Details of remuneration sought to be paid	: By way of sitting fees for meetings of the Board and its committees
Inter-se relationship between Directors and other Key Managerial Personnel	: NA
Directorship in other Companies/LLPs	: NIL
Membership of the committees of other companies [includes Audit and Stakeholders Relationship Committee]	: NIL
No. of Shares held in the Company	: NIL
Number of Board meetings held/attended during the year	: NIL