



Aryan Share & Stock Brokers Ltd

Member – NSE/BSE
Depository Participant : CDSL

Regd. Off: "Shreeji Metropolis"
No. 7, 7th Cross Street, 2nd Floor
Shenoy Nagar, Chennai – 600030.
Phone No : 26223360
Email : aryan@assbl.com
CIN : L65993TN1995PLC031800

Date: 21st September, 2019

To,
The Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, P. J. Tower,
Dalal Street,
Mumbai- 400001

Subject: Voting results of 24th Annual General Meeting of the Company and Scrutinizer Report

Ref. No. : Scrip Code - 542176; ISIN - INE016X01010

Dear Sir/ Madam,

In compliance with the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with reference to above, we are enclosing herewith the details of voting results of the business set out in the notice of 24th Annual General Meeting of the Company and were approved by the members with requisite majority.

In this regard, please find enclosed the following:-

1. Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of Scrutinizer dated 30th September, 2019 pursuant to section 108 of the Companies Act, 2013 and Rule 20(4) (xiii) of the Companies (Management and Administration) Rules, 2014.

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

For Aryan Share & Stock Brokers Limited


Shanmukh Navin Shah
Managing Director
DIN: 00554879



VISHAKHA AGRAWAL & ASSOCIATES

Practising Company Secretaries

3rd Floor, 75A, Scheme No. 91,

Malwa Mill, Indore (M.P.)

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Contact No. 9424501155, 8518888114

COMBINED SCRUTINIZER'S REPORT

(In Lieu of E-Voting and Poll at the AGM)

(Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014)

To

The Chairman

of Twenty Fourth Annual General Meeting of the Members of
ARYAN SHARE & STOCK BROKERS LIMITED

CIN: L65993TN1995PLC031800

held on Saturday, September 21, 2019 at 9.30 A.M. at

RR Palace, No. 4, Sathyamoorthy Street,

Saligramam, Chennai – 600 093

Dear Sir,

Sub: Scrutinizers Report in lieu of E-voting & Poll at the 24th Annual General Meeting conducted pursuant to the provisions of Section 108 & Section 109 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 21(2) of the Companies (Management and Administration) Rules, 2014.

I, Vishakha Agrawal, Proprietor of M/s Vishakha Agrawal & Associates, Practicing Company Secretaries, Indore have been appointed as scrutinizer by:

1. The Board of Directors of **Aryan Share & Stock Brokers Limited** ("the Company") for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the Twenty-Fourth Annual General Meeting (AGM) of the members of the Company, to be held at 9:30 a.m. at RR Palace, No. 4, Sathyamoorthy Street, Saligramam, Chennai – 600 093 on Saturday, the 21st September, 2019.

2. The Chairman of the Annual General Meeting (AGM) for poll under the provisions of Section 109 of the Companies Act, 2013 read with rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the Twenty-Fourth Annual General Meeting (AGM) of the members of the Company, to be held at 9:30 p.m. at RR Palace, No. 4, Sathyamoorthy Street, Saligramam, Chennai – 600 093 on Saturday, the 21st September, 2019.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on the resolutions contained in the Notice to the 24th AGM of the members of the Company.



My responsibility as scrutinizor for the e-voting process & for poll is restricted to make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depositories Services Limited (CDSL), the authorized agency to provide e-voting facilities and also at the time of poll at AGM, engaged by the Company.

I submit herewith my combined report on the results of e-voting together with that of poll as under:

- i. The e-voting period remained open from 18th September, 2019 at 9.00 a.m. to 20th September, 2019 at 5.00 p.m.
- ii. The members of the Company as on the "Cut-Off" date i.e. 13th September 2019 were entitled to vote on the resolutions as set out in the notice of the 24th AGM of the Company.
- iii. The votes cast were unblocked on 21st September, 2019 in the presence of 2 (two) witnesses namely **Mr. R Manikandan Sri & Ms. S R Sanakaranarayana** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name : R Manikandan



Name: S R Sanakaranarayana

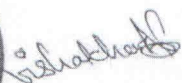
- iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com/reportStatus.jsp> based on such reports generated, the result of the e-voting together with poll conducted is as under:-

ITEM NO. 1:

ADOPTION OF ANNUAL ACCOUNTS:

Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on 31st March, 2019, Statement of profit and loss for the year ended on that date, the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favor | 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 & Promoter Group | E-VOTING | 1728200 | 1728200 | 100.00 | 1728200 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 1728200 | 1728200 | 100.00 | 1728200 | 0 | 100.00 |
| Public – Non Institutions | E-VOTING | 1271800 | 187430 | 14.7374 | 187430 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 1271800 | 187430 | 14.7374 | 187430 | 0 | 100.00 |

| | | | | | | | | |
|----------------------------------|----------------------------------|---------|---------|---------|---------|---|--------|------|
| Public-Institutions | E-VOTING | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| TOTAL | | 3000000 | 1915630 | 65.8543 | 1915630 | 0 | 100.00 | 0.00 |
| Whether resolution passed or not | | | | | | | | Yes |

ITEM NO.2:

RE-APPOINTMENT OF DIRECTOR:

ORDINARY RESOLUTION: To re-appoint a director Mr. Paresh N Shah (DIN: 00554914), who is director of the company, liable to retire by rotation under Article 99 of the Articles of Association of the Company and being eligible, offers himself for reappointment as the Director of the Company.

To consider adoption of the following resolution, with or without modification, as an ordinary resolution:

“RESOLVED THAT pursuant to the provision of section 152 of Companies Act, 2013 and rules made there under (including any amendment/modification thereof), **Mr. Paresh N Shah**, who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as Director of company, whose period of office will be liable to retire by rotation.”

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favor | 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 & Promoter Group | E-VOTING | 1728200 | 1728200 | 100.00 | 1728200 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 1728200 | 1728200 | 100.00 | 1728200 | 0 | 100.00 |
| Public – Non Institutions | E-VOTING | 1271800 | 187430 | 14.7374 | 187430 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 1271800 | 187430 | 14.7374 | 187430 | 0 | 100.00 |
| Public-Institutions | E-VOTING | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 0 | 0 | 0.00 | 0 | 0 | 0.00 |
| TOTAL | | 3000000 | 1915630 | 65.8543 | 1915630 | 0 | 100.00 | 0.00 |
| Whether resolution passed or not | | | | | | | | Yes |



Vishakha Agrawal

ITEM NO.3:

RE- APPOINTMENT OF INDEPENDENT DIRECTOR OF THE COMPANY:

SPECIAL RESOLUTION: "RESOLVED THAT pursuant to the provisions of Section 149, 150 & 152 of the Companies Act, 2013 and the rules made there under read with Schedule IV of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013. Mr. Rajesh Ramanathan , DIN: 02929025 be and is hereby re- appointed as an Independent Director of the Company with effect from October 01, 2019 to hold office for the tenure of five years and whose office is not liable to retire by rotation.

RESOLVED FURTHER THAT any one of the director of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary or incidental to give effect to the above resolution."

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favor (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|----------------------------------|-------------------------------|---------------------------|----------------------------|--|------------------------------|-----------------------------|---|---|
| Promoter & Promoter Group | E-VOTING | 1728200 | 1728200 | 100.00 | 1728200 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 1728200 | 1728200 | 100.00 | 1728200 | 0 | 100.00 |
| Public – Non Institutions | E-VOTING | 1271800 | 187430 | 14.7374 | 187430 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 1271800 | 187430 | 14.7374 | 187430 | 0 | 100.00 |
| Public- Institutions | E-VOTING | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 0 | 0 | 0.00 | 0 | 0 | 0.00 |
| TOTAL | | 3000000 | 1915630 | 65.8543 | 1915630 | 0 | 100.00 | 0.00 |
| Whether resolution passed or not | | | | | | | | Yes |

ITEM NO. 4

RE- APPOINTMENT OF INDEPENDENT DIRECTOR OF THE COMPANY:

SPECIAL RESOLUTION: "RESOLVED THAT pursuant to the provisions of Section 149, 150 & 152 of the Companies Act, 2013 and the rules made there under read with Schedule IV of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013. Mr. Nirmalchand Premraj , DIN: 02929075 be and is hereby re- appointed as an Independent Director of the Company with effect from October 01, 2019 to hold office for the tenure of five years and whose office is not liable to retire by rotation.



RESOLVED FURTHER THAT any one of the director of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary or incidental to give effect to the above resolution.”

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favor | 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 & Promoter Group | E-VOTING | 1728200 | 1728200 | 100.00 | 1728200 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 1728200 | 1728200 | 100.00 | 1728200 | 0 | 100.00 |
| Public – Non Institutions | E-VOTING | 1271800 | 187430 | 14.7374 | 187430 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 1271800 | 187430 | 14.7374 | 187430 | 0 | 100.00 |
| Public-Institutions | E-VOTING | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 0 | 0 | 0.00 | 0 | 0 | 0.00 |
| TOTAL | | 3000000 | 1915630 | 65.8543 | 1915630 | 0 | 100.00 | 0.00 |
| Whether resolution passed or not | | | | | | | Yes | |

ITEM NO.5

REVISION IN TERMS REMUNERATION OF KEY MANAGERIAL REMUNERATION IN CASE OF INADEQUATE PROFIT:

SPECIAL BUSINESS: “RESOLVED THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent (s) or permission (s), as may be required, the Company hereby approves, the revision in the salary scale applicable to Mr. Shanmukh Navin Shah, (DIN: 00554879), Managing Director of the Company, Mr. Manoj Navin Shah (DIN: 00554893) whole-time director of the company and Mr. Paresh Navin Shah (DIN: 00554914) whole-time director of the company in case of absence of profits, during the period commencing from October 1, 2019 till as detailed in the statement forming part of this notice.

RESOLVED FURTHER that the recommendation and approval of managerial remuneration to be paid to Mr. Shanmukh Navin Shah, (DIN: 00554879), Managing Director of the Company, Mr. Manoj Navin Shah (DIN: 00554893) whole-time director of the company and Mr. Paresh Navin Shah (DIN: 00554914) whole-time director of the company, by the Nomination and Remuneration Committee has been approved in the Meeting held on 01st August, 2019 be and is hereby approved and adopted and proposed for the approval of shareholders in the Annual General Meeting of the Company as per the notice of Annual General Meeting.



RESOLVED FURTHER that the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favor (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|----------------------------------|-------------------------------|---------------------------|----------------------------|--|------------------------------|-----------------------------|---|---|
| Promoter & Promoter Group | E-VOTING | 1728200 | 4800 | 0.2777 | 4800 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 1728200 | 4800 | 0.2777 | 4800 | 0 | 100.00 |
| Public – Non Institutions | E-VOTING | 1271800 | 187430 | 14.7374 | 187430 | 0 | 100.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 1271800 | 187430 | 14.7374 | 187430 | 0 | 100.00 |
| Public- Institutions | E-VOTING | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POLL | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | | 0 | 0 | 0.00 | 0 | 0 | 0.00 |
| TOTAL | | 3000000 | 192230 | 6.4077 | 192230 | 0 | 100.00 | 0.00 |
| Whether resolution passed or not | | | | | | | Yes | |

Thanking you,

Yours faithfully,

FOR VISHAKHA AGRAWAL & ASSOCIATES
Practicing Company Secretaries

VISHAKHA AGRAWAL
M.No: 39298
C.P.No.15088



Place: INDORE
Date: 21st September 2019