

Ref: AL/SE/1116/02

Date: 07/11/2016

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	Corporate Relationship Department BSE 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: Results of Postal Ballot**

Dear Sir/Madam,

This has reference to our letter dated 6<sup>th</sup> October, 2016 regarding postal ballot Notice seeking the consent of the members by way of special resolution with respect to the alteration of the object clause of the Memorandum of Association of the Company.

In connection with the above and pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we would like to inform you that above mentioned resolution have been passed by the members of the Company by requisite majority. The approval is deemed to have been received on the last date of receipt of postal ballot forms, i.e. on 4<sup>th</sup> November, 2016.

A copy of the voting results and scrutinizer's report is enclosing herewith.

Please received the aforesaid documents in order, take on record and acknowledge.

Thanking you.

Yours faithfully,  
For **ARSHIYA LIMITED**



Savita Dalal  
Company Secretary & Compliance Officer



**Arshiya Limited**

**POSTAL BALLOT VOTING RESULTS**

Disclosures pursuant to regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

<b>Date of the Postal Ballot</b>	Notice dated 1 <sup>st</sup> October, 2016 Voting start date 6 <sup>th</sup> October, 2016 and Voting end date 4 <sup>th</sup> November, 2016
<b>Total number of shareholders on record date</b>	11,430 (i.e. 30 <sup>th</sup> September, 2016)
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public	N.A.
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public	N.A.

**Agenda No-1 Alteration of the Object Clause of the Memorandum of Association of the Company**

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held 1	No. votes polled 2	% of votes polled on outstanding shares 3= $[(2)/(1)]*100$	No. of votes in favour 4	No. of Votes against 5	% of votes in favour on votes polled 6= $[(4)/(2)]*100$	% of votes in against on votes polled 6= $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	117120225	117120225	100	117120225	0	100	0
	Poll							
	Postal Ballot							
	<b>Total</b>	117120225	117120225	100	117120225	0	100	0
Public-Institutions	E-Voting	1469250	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	<b>Total</b>	1469250	0	0	0	0	0	0
Public-Non Institutions	E-Voting	37589997	52235	0.13	51820	415	99.20	0.79
	Poll							
	Postal Ballot							
	<b>Total</b>	37589997	52235	0.13	51820	415	99.20	0.79
<b>Total</b>		156179472	117174850	75.02	117172045	415	99.99	0.01



**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, 2014 as amended by Companies (Management & Administration) Rules 2015.)

Date: 05/11/2016

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

Dear Sir,

**Sub: Scrutinizer Report of E-Voting/Postal Ballot Voting of the Company – combined.**

I, Mohammed Aabid, Practicing Company Secretary have been appointed as the Scrutinizer by the Board of Directors of **ARSHIYA LIMITED** (Company) for the purpose of scrutinizing the process of voting through remote e-voting and use of ballot pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies ( Management & Administration ) Rules, 2014 as amended by the Companies ( Management & Administration ) Rules, 2015 in respect of the below mentioned resolutions proposed through notice dated 1<sup>st</sup> October, 2016.

The Notice for passing the ordinary business along with Statement setting out material facts under Section 102 of the Act in respect of resolutions proposed through special business to be passed by the shareholders of the Company through e – voting and poll process were sent to the shareholders on 1<sup>st</sup> October 2016.

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the Company. The Company has also provided voting through postal ballot in respect of shareholders who availed the facility for voting.

**Mumbai Office:**

12, 4th Floor, Sai Sadan, 68, Janmabhoomi Marg, Fort, Mumbai - 400 001  
T : +91 22 40025464 / 22828661 M : +91 98921 58830  
E : aabid@aacs.in | W : www.aacs.in

**Mumbai Suburban Office**

4, Jainika Apartment, Opp Malcolm Baug, Next to Dena Bank  
S. V. Road, Jogeshwari (West), Mumbai - 400 102  
T : +91 22 26793092 / +91 98336 48830 | E : jog@aacs.in



The shareholders of the Company holding shares either in physical or dematerialized form as on the cutoff date i.e. 30<sup>th</sup> September, 2016 were entitled to vote on the proposed resolutions as set out at item no. 1 in the Notice.

The voting period for remote e-voting commenced on Thursday, 6<sup>th</sup> October, 2016 at 9:30 am and ended on Friday 4<sup>th</sup> November, 2016 at 5:00 p.m. and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then blocked in the presence of two witnesses who were not in the employment of the company. Votes cast through postal ballot forms received on 4<sup>th</sup> November, 2016 were considered.

I have scrutinized and reviewed the voting through electronic means and postal ballot mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms respectively.

I now submit my consolidated report on the results of e-voting and postal ballot conducted in relation to the Resolution.

### **SPECIAL BUSINESS**

#### **ITEM NO. 1**

#### **ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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** pursuant to the provision of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules made there under, including any statutory modification (s) or re-enactment thereof, for the time being in force and subject to such approval(s) as may be necessary from competent authorities, existing Clause 1 and sub- clause 1(a) under Part A of the Objects Clause of the Memorandum of Association of the Company be read as 1.1and 1.2 respectively.

**RESOLVED FURTHER THAT** pursuant to the provision of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules made there under, including any statutory modification (s) or re-enactment thereof, for the time being in force and subject to such approval(s) as may be necessary from competent authorities, Clause 1.3, Clause 1.4, and





Clause 1.5be and are hereby inserted under Part A of the Object Clause of the Memorandum of Association of the Company after Clause 1.2:

**Clause 1.3 :**To carry on the business of developing, operating and maintaining special economic zones (SEZs)/free trade and warehouse zones (FTWZs), inland container depots (ICDs), industrial parks, logistic parks, warehouses, infrastructure or infrastructure projects; and to act as contractors, builders, town planners, estate developers, engineers, land developers, land consolidators, land scapers, estate agents, immovable property dealers and other allied and/or ancillary activities; and to acquire, build, operate, buy, sell, lease, sub-lease, long lease, leave and license basis, consolidate, exchange, hire or otherwise; lands, buildings, immovable property of any tenure or any interest in the same, SEZs, FTWZs, ICD, warehouses, houses, flats, bungalows, commercial complexes, shopping malls, multiplexes, food courts and other ancillary and/or allied activities, on the land of the company or other land or any immovable property whether belonging to the company or not; and to pull down, rebuild, enlarge, alter any other conveniences and to deal with and improve, in India or abroad either by company or with joint venture or in partnership or on sub-contract basis or otherwise.

**Clause 1.4:**To carry on the business of any type of transport/ logistic services including but not limited to setting up of rail infrastructure / network within India and abroad including buy, construct, sale ,operates including movement of containers / goods trains using any rail network; and also to acquire, procure, obtain, trade, lease/license or otherwise: container trains, rakes, wagons, boggies; and to create, develop, sale, Purchase, trade or obtain on lease/license basis railway sidings, rail yards, warehouses required for the business of the company and all allied and ancillary services / products related to that.

**Clause 1.5:**To carry on the business developing and maintaining container freight stations, warehousing infrastructure and services, facilities for customs examination or any other regulator/ regulatory authority or department, EDI, empty container yard for storage of shipping containers and other containers or materials; and to carry out repairs and refurbishment of containers, truck, cargo and material handling equipment; and to provide transportation, warehousing, IT & IT infrastructure and services, cold storage and other allied activities; and to provide services of distribution, reverse logistics, forward logistics, supply chain management, value added services, repair and maintenance, manufacture, transportation, consultancy services; and also to provide system/ software solutions, data analytics, acquire, take on lease, hire or otherwise, distribution centers, trucks and material handling equipment as may be necessary to carry on the aforesaid business in India or abroad.



**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolutions.”

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Postal Ballot mode.	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	40	117170557	99.99
Postal	12	1488	0.01
<b>Total</b>	<b>52</b>	<b>117172045</b>	<b>100</b>

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode.	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	4	395	95.18
Postal	1	20	4.82
<b>Total</b>	<b>5</b>	<b>415</b>	<b>100</b>

(iii) Invalid votes:

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

Thanking You.  
Yours Faithfully,

Place: Mumbai  
Date: 05/11/2016  
C. P. No.: 6625  
F.C.S No.: 6579



FOR AABID & CO.

*Mohammed Aabid*  
MOHAMMED AABID  
(Partner)

**ANNEXURE II**

**1. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

**Nature of Resolution: Special**

**Mode of Voting: E-Voting and Postal ballot.**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (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 and Promoter Group	117120225	117120225	100.00	117120225	0	100.00	0
Public – Institutional holders	1469250	0	0	0	0	0	0
Public-Others	37589997	52235	0.13	51820	415	99.20	0.79
<b>Total</b>	<b>156179472</b>	<b>117174850</b>	<b>75.02</b>	<b>117172045</b>	<b>415</b>	<b>99.99</b>	<b>0.01</b>

**Resolution with % of Majority over the votes cast: 99.99%**

**Result: Passed.**



**Mumbai Office:**

12, 4th Floor, Sai Sadan, 68, Janmabhoomi Marg, Fort, Mumbai - 400 001  
T : +91 22 40025464 / 22828661 M : +91 98921 58830  
F : aahid@aacs.in | W : www.aacs.in

**Mumbai Suburban Office:**

4, Jainika Apartment, Opp Malcolm Baug, Next to Dena Bank,  
S. V. Road, Jogeshwari (West), Mumbai - 400 102  
T : +91 22 26793092 / +91 98236 18820 | E : info@aa