

Ref: AL/SE/0517/05

Date: 26/05/2017

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

Corporate Relationship Department
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: Minutes of the Extraordinary General Meeting held on 29th April, 2017

Dear Sir/Madam,

This is in continuation to our letters dated 29th April, 2017 and 02nd May, 2017, wherein we had furnished the details of the voting results at the Extraordinary General Meeting held on 29th April, 2017.

We are now enclosing herewith a copy of the minutes of the proceedings of the said Extraordinary General Meeting.

You are requested to take the same on record and acknowledge.

Thanking you.

Yours faithfully,

For ARSHIYA LIMITED



Savita Dalal

Company Secretary & Compliance Officer



Enclosed: As above

Arshiya Limited

Regd. Off.: 302, Level-3, Ceejay House, Shiv Sagar Estate, F-Block, Dr. Annie Besant Road, Worli, Mumbai - 400018. India.
T: +91 22 4230 5500/502 | F: +91 22 4230 5555 | Email: info@arshiyalimited.com | www.arshiyalimited.com
CIN : L93000MH1981PLC024747

CERTIFIED TRUE COPY OF THE MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF ARSHIYA LIMITED HELD ON SATURDAY, THE 29TH APRIL, 2017 AT 03.00 P.M. AT HALL OF CULTURE (NEHRU CENTRE), DR. ANNIE BESANT ROAD, WORLI, MUMBAI – 400 018.

PRESENT:

Mr. Ajay Mittal	Chairman & Managing Director/Member
Mrs. Archana Mittal	Jt. Managing Director/Member
Prof. G. Raghuram	Director

IN ATTENDANCE:

Mr. S Maheshwari	Group President and CFO
Ms. Savita Dalal	Company Secretary & Compliance Officer

58 members were present in person and 12 were present by way of proxy, hence total of 70 member attended the Meeting.

CHAIRMAN OF THE MEETING

Mr. Ajay S Mittal - Chairman & Managing Director took the chair. The Chairman welcomed the members to Extraordinary General Meeting (EGM) of the Company.

QUORUM

The Chairman declared that the quorum was present and called the meeting to order.

STATUTORY REGISTERS

The Chairman informed the Members present that the Register of Members and Proxy Register, Attendance Register and the Register of Directors' Share-holding were kept open and accessible during the continuance of the meeting.

ANNOUNCEMENT

The Chairman announced that the Company had received 12 valid proxies. The Company also received 3 corporate representations appointing representatives under section 113 of the Companies Act, 2013. None of the Proxies or Corporate Representations were in favor of Directors.

The Chairman then introduced the Directors on the dais and invited Ms. Savita Dalal, Company Secretary to read notice of Extraordinary General Meeting to the Members present at the Meeting.

NOTICE

With the consent of the members present, the Notice convening the Extraordinary General Meeting along with explanatory statement was taken as read.

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Ms. Savita Dalal explained and informed the shareholders the ultimate beneficiary owner as mentioned in the explanatory statement for Item No. 3, Point 8, in respect to Edelweiss Asset Reconstruction Company Limited ('Lender on behalf of various EARC trusts') is in compliance with SEBI (ICDR) Regulations, 2009 and amendments thereof and also in compliance with SEBI Circular No. CIR/MIRDS/2/2013 dated January 24, 2013. The shareholders were requested to note the same while considering the resolution for approval.

CHAIRMAN'S ADDRESS

The Chairman explained the shareholders in details the necessity of restructuring of the debts of the Company and its subsidiaries which includes regulatory issues, interest burden, monetization of assets of the Company and the rough patches in which the Company is going.

E - VOTING & POLL

The Chairman stated that in terms of Section 108 of the companies Act, 2013 read with the Rules made thereunder, the Company had provided electronic voting facility (e-voting) through NSDL System, to the Members entitled to cast their vote at the Extraordinary General Meeting. The e-Voting process was carried out the by the Company between 26th April, 2017 at 10.00 a.m. to 28th April, 2017 at 5.00 p.m. He further mentioned that the Company is providing an opportunity of voting at the EGM for those shareholders who had not cast their vote by e-voting, and that the arrangements have been made for casting votes through polling paper for the resolutions to be passed at the EGM.

The Chairman informed that the Consolidated results of e-voting and the poll conducted at the EGM would be declared within 48 hours and posted on the Company's notice board, its website and the website of Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. where the shares of the Company are listed.

The Chairman, thereafter, moved the item no. 1 on the agenda for approval.

The Chairman then invited members to raise queries on the resolutions to be passed as mentioned in the notice convening the meeting.

With a view to facilitate participation of more members and to provide equal opportunities to speak, the Chairman requested the members to be brief.

Following members spoken at the meeting:

1. Mrs. Ashalata Maheshwari
2. Ms. Lekha Shah
3. Mr. Jehangir Batiwali
4. Mr. Tushar Sodha
5. Mr. Chandramani Mohan
6. Mrs. Smita Shah
7. Mr. Navnit Bhatia



8. Mr. Bharat Shah
9. Mr. Vinod Agarwal
10. Mr. Ronald Fernandes
11. Mr. Anil Parekh

and raised various questions, observations, comments, suggestions etc. relating to the resolutions to be passed and its impact on the business performance of the Company, which inter alia, included the following:-

1. Impact on working capital after issue and allotment of shares;
2. Issue price of the share to be allotted;
3. Payment of dividend to the shareholders;
4. Debt to equity ratio of the Company;
5. Development of new warehouses and new customers;
6. Revenue in the last quarter and losses in FY 2015-16;
7. Revenue expectation in the coming years;
8. Reasons for increase in capital and total assets of the Company;
9. Reasons for bifurcation of Capital;
10. Reason for absence of Mr. Navnit Choudhary;
11. Request of induction of Mr. Ananya Mittal on the board of the Company.

The Chairman appreciated the members for their active participation, suggestions and queries. He thanked the members for their valuable support and contribution for the all-round development of the Company/ its operations.

He replied to all the questions and queries raised and addressed the concern of the members and gave the required details / clarifications sought for by the members on each of the query to the satisfaction of the members.

The Following Resolutions as set out in the Notice of the Extraordinary General Meeting of the Company were duly approved by the Shareholders with requisite majority. The consolidated results of passing of the Resolutions, by a requisite majority of the Members, through e-voting and the poll conducted at the EGM were declared by the Company on website of the Company and on the website of the National Securities Depository Limited (NSDL). The results were also displayed on the Notice Board of the Company.

SPECIAL BUSINESS:

ITEM NO. 1

INCREASE IN AND RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

Mr. Anil Parekh proposed the following resolution as Special Resolution for Increase in and reclassification of the Authorised Share Capital of the Company which was seconded by Mrs. Lekha Shah.



“RESOLVED THAT in accordance with the provisions of Section 13 and Section 61 of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force (collectively, the “Act”), and subject to such approvals, consents, permissions and sanctions, if any, required from any authorities, the authorised share capital of the Company be and is hereby increased from Rs. 42,00,00,000/- (Rupees Forty Two Crores Only) to Rs. 60,00,00,000/- (Rupees Sixty Crores) and altered from Rs. 42,00,00,000/- (Rupees Forty Two Crores Only) divided into 21,00,00,000 (Twenty One Crores Only) Equity shares of Rs. 2/- (Rupees Two Only) each to Rs. 49,00,00,000/- (Rupees Forty Nine Crores Only) divided into 24,50,00,000 (Twenty Four Crores Fifty Lacs Only) Equity Shares of Rs.2/- (Rupees Two Only) each, 1,10,00,000 (One Crore Ten Lacs Only) Zero Percent Optionally Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each and consequently the existing Clause V of the memorandum of association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in its place and stead, the following as new Clause V:

V: “The Authorised Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 24,50,00,000 (Twenty Four Crores Fifty Lacs Only) Equity Shares of Rs.2/- (Rupees Two Only) each and 1,10,00,000 (One Crore Ten Lacs Only) Zero Percent Optionally Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each with rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of Association of the Company for the time being.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the board of directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers including the powers conferred by this resolution), be and is hereby authorized to do all such acts, deeds, matters and things and settle any or all questions or matters arising with respect to the increase in authorized share capital of the Company and the amendment to the memorandum of association of the Company and make all necessary filings and intimations to the Registrar of Companies and other appropriate authorities, and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons.”

The result of the voting were as under:

Mode of Voting	Votes casted in favour of the resolution		Votes casted against the resolution		Invalid Votes
	Nos.	Percentage	Nos.	Percentage	
E-voting	21840	0.0186	100	0.0004	0

Poll	117132929	99.9810	0	0	28
Total	117154769	99.9996	100	0.0004	28

The resolution was declared as passed by requisite majority by Special Resolution.

ITEM NO. 2

ALTERATION OF ARTICLES OF ASSOCIATION:

Mr. Ronaldo Fernandes proposed the following resolution as Special Resolution for alteration of articles of association which was seconded by Mr. Tushar Sodha.

“RESOLVED THAT the pursuant to the provision of Section 14 and other applicable provision, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (**“Act”**) the article of association of the Company be and is hereby altered by inserting a new article as Article 5A after Article 5 of the articles of association of the Company under the heading ‘Issue of Optionally Convertible Redeemable Preference Shares’.

The Company has the power to issue Optionally Convertible Redeemable Preference Shares which are eligible to be converted fully or partially into equity shares of the Company in the manner permissible under the Act and the directors may, subject to the provisions of the Act, exercise such powers in any manner as they may think fit.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may in its absolute discretion, be deemed necessary and to settle any question or difficulty that may arise in this regard.”

The result of the voting were as under:

Mode of Voting	Votes casted in favour of the resolution		Votes casted against the resolution		Invalid Votes
	Nos.	Percentage	Nos.	Percentage	
E-voting	21734	0.0186	106	0.0004	0
Poll	117132929	99.9810	0	0	28
Total	117154663	99.9996	106	0.0004	28

The resolution was declared as passed by requisite majority by Special Resolution.

ITEM NO. 3

ISSUE OF EQUITY SHARES, OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES, WARRANTS ON PREFERENTIAL BASIS:



Mrs. Ashalata Maheshwari proposed the following resolution as Special Resolution for Issue of Equity Shares, Optionally Convertible Redeemable Preference Shares and Warrants on preferential basis which was seconded by Mr. Tushar Sodha.

“RESOLVED THAT pursuant to provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the Securities And Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as “SEBI (ICDR) Regulations”) and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable laws/rules, as may be required, and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot on preferential basis to;

(a) Edelweiss Asset Reconstruction Company Limited (“EARC/Lender on behalf of various EARC trusts”) an Asset Reconstruction Company registered under Section 3 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 and being the Financial Institution within the meaning of sub clauses (ia) of clause (h) of section 2 of the Recovery of Debts due to Banks and Financial Institutions Act, 1993,

(i) Upto 3,21,62,304 (Three Crore Twenty One Lacs Sixty Two Thousand Three Hundred and Four Only) Equity Shares of face value of Rs. 2 each at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended;

(ii) Upto 64,23,329 (Sixty Four Lacs Twenty Three Thousand Three Hundred and Twenty Nine Only) Zero percent Optionally Convertible Redeemable Preference Shares- Series I of face value of Rs.10/- each at a price of Rs. 1,000/- each (which includes premium of Rs. 990) (herein after referred to as “OCRPS-I”) to the EARC, which is convertible into, upto 1,54,85,554 (One Crore Fifty Four Lacs Eighty Five Thousand Five Hundred and Fifty Four Only) equity shares of face value of Rs.2/- each at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended.



- (iii) 13,10,000 (Thirteen Lacs Ten Thousand Only) Zero percent Optionally Convertible Redeemable Preference Shares- Series II of face value of Rs.10/- each at a price of Rs. 1,000/- each (which includes premium of Rs. 990) (herein after referred to as "OCRPS-II") to the EARC, which is convertible into, upto 23,82,392 (Twenty Three Lacs Eighty Two Thousand Three Hundred and Ninety Two Only) equity shares of face value of Rs.2/- each at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended.
- (iv) 8,70,000 (Eight Lacs Seventy Thousand Only) Zero percent Optionally Convertible Redeemable Preference Shares- Series III of face value of Rs.10/- each at a price of Rs. 1,000/- each (which includes premium of Rs. 990) (herein after referred to as "OCRPS-III") to the EARC, which is convertible into, upto 47,64,785 (Forty Seven Lacs Sixty Four Thousand Seven Hundred and Eighty Five Only) equity shares of face value of Rs.2/- each at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended.
- (v) 21,40,000 (Twenty One Lacs Forty Thousand Only) Zero percent Optionally Convertible Redeemable Preference Shares- Series IV of face value of Rs.10/- each at a price of Rs. 1,000/- each (which includes premium of Rs. 990) (herein after referred to as "OCRPS-IV") to the EARC, which is convertible into, upto 47,64,785 (Forty Seven Lacs Sixty Four Thousand Seven Hundred and Eighty Five Only) equity shares of face value of Rs.2/- each at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended.

(b) Promoter/Promoter Group,

- (i) Upto 1,00,00,000 (One Crore Only) Equity Shares of face value of Rs. 2 each at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended;
- (ii) Upto 1,00,00,000 (One Crore Only) Warrants carrying an entitlement to subscribe to an equivalent number of equity shares of face value of Rs. 2/- each at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended;

- (c) Non- Promoters upto 25,00,000 (Twenty Five Lac Only) Warrants carrying an entitlement to subscribe to an equivalent number of equity shares of face value of Rs. 2/- each at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended;



and the details of the securities to be issued are as follows:

Name of Applicant (Proposed Allottee)	Maximum No. of equity shares proposed to be allotted	Maximum No. of warrants proposed to be allotted	Maximum No. of OCRPS-I proposed to be allotted	Maximum No. of OCRPS-II proposed to be allotted	Maximum No. of OCRPS-III proposed to be allotted	Maximum No. of OCRPS-IV proposed to be allotted
Non-Promoter						
M/s Edelweiss Asset Reconstruction Company Limited	3,21,62,304	Nil	64,23,329	13,10,000	8,70,000	21,40,000
Promoter						
Mr. Ajay S Mittal	1,00,00,000	1,00,00,000	Nil	Nil	Nil	Nil
Non-Promoters						
Mr. S Maheshwari	Nil	10,00,000	Nil	Nil	Nil	Nil
Ms. Pushpalata Singhvi	Nil	15,00,000	Nil	Nil	Nil	Nil

(OCRPS-I, OCRPS-II, OCRPS-III, and OCRPS- IV hereinafter collectively be referred as 'OCRPS')

RESOLVED FURTHER THAT the aforesaid OCRPS be converted at the option of the holder at any time within 18 months from the date of issue, in one or more than one trench.

RESOLVED FURTHER THAT each of the aforesaid Warrants be converted at the option of the holder at any time within 18 months from the date of issue, in one or more than one trench and an amount equivalent to atleast 25% of the price of equity share, shall be received against each warrant on or before the date of the allotment of aforesaid Warrants.

RESOLVED FURTHER THAT the equity shares, OCRPS, equity shares on conversion of the OCRPS, warrants and equity shares on conversion of the warrants, to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the equity shares to be allotted, equity shares to be allotted on conversion of OCRPS and equity shares to be allotted on conversion of the warrants,

shall rank pari passu in all respects with the existing equity shares of the Company including Dividend;

RESOLVED FURTHER THAT In the event of the Company making a bonus issue of shares or making rights issue of shares or any other securities in whatever proportion or any corporate action prior to the exercise of the rights attached to the OCRPS/ warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus/rights issues or any corporate action and that the exercise price of the OCRPS/ warrants to be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 73(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for determination of the Issue Price of equity shares, equity shares on conversion of OCRPS, warrants, shall be thirty (30) days prior to the date of this Meeting or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date;

RESOLVED FURTHER THAT the Board be and is hereby authorized to approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board;

RESOLVED FURTHER THAT the equity shares, the equity shares on conversion of the OCRPS and equity shares on conversion of the warrants of the company to be allotted, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of the equity shares, equity shares on conversion of the OCRPS and equity shares on conversion of the warrants of the Company and listing of the equity shares, equity shares on conversion of the OCRPS and equity shares on conversion of the warrants of the Company and for the admission of such equity shares of the Company with the depositories, i.e., NSDL & CDSL, and for the credit of such equity shares to the holders dematerialised securities account.

RESOLVED FURTHER THAT for the purpose of creating, issuing, offering and allotting the equity shares, ORRPS, equity shares on conversion of the OCRPS, warrants and equity shares on conversion of the warrants of the Company the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing and allotting of equity shares, ORRPS, equity shares on conversion of the OCRPS, warrants and equity shares on conversion of the warrants of the Company, as it may, in its absolute discretion, deem fit and proper."

The result of the voting were as under:



Mode of Voting	Votes casted in favour of the resolution		Votes casted against the resolution		Invalid Votes
	Nos.	Percentage	Nos.	Percentage	
E-voting	21077	0.0180	763	0.0007	0
Poll	117132929	99.9813	0	0	28
Total	117154006	99.9993	763	0.0007	28

The resolution was declared as passed by requisite majority by Special Resolution.

VOTE OF THANKS

Mr. Vinod Agarwal proposed a vote of thanks to the Chair, which was seconded by Mr. Anil Parekh.

The Business of the meeting having been transacted, the Chairman thanked the members present at the meeting and declared the meeting as closed.

Place: Mumbai
Date: 26.05.2017

Sd/-
AJAY S MITTAL
CHAIRMAN & MANAGING DIRECTOR

For ARSHIYA LIMITED


Savita Dalal
Company Secretary

Date: 26th May, 2017