

# NOTICE

**NOTICE IS HEREBY GIVEN THAT** the 39th Annual General Meeting (AGM) of the Members of Arshiya Limited to be held on Friday, 25th September, 2020 at 11.30 a.m. through Video Conference / Other Audio-Visual means, to transact the following business.

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - (a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditor's thereon.
  - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditor's thereon.
2. To appoint a Director in place of Mr. Ajay S Mittal (DIN 00226355), who retires by rotation and being eligible offers himself for re-appointment.

## **SPECIAL BUSINESS:**

3. **To approve the appointment of Mrs. Manjari Ashok Kacker (DIN: 06945359) who was appointed as an Additional Independent Director on the Board of the Company:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Manjari Ashok Kacker (DIN : 06945359), who was appointed as an Additional independent Director of the Company with effect from 30th January 2020 under Section 161 of the Companies Act, 2013, and who has submitted the declaration that he meets the criteria for independence as provided under the Act and the Listing Regulations and who holds office upto the date of this Annual General Meeting (AGM), be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from this Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company."

4. **To approve the appointment of Mr. Ved Prakash (DIN: 02988628) who was appointed as an Additional Independent Director on the Board of the Company:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ved Prakash (DIN : 02988628), who was appointed as an Additional Independent Director of the Company with effect from 27th June 2020 under Section 161 of the Companies Act, 2013, and who has submitted the declaration that he meets the criteria for independence as provided under the Act and the Listing Regulations and who holds office upto the date of this Annual General Meeting (AGM), be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from this Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company."

**Registered Office:**  
302, Ceejay House, Level-3,  
Shiv Sagar Estate, F-Block, Dr. Annie Besant Road,  
Worli, Mumbai - 400 018.

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

**Yesha Maniar**  
Company Secretary

**Date : 25th August, 2020**  
**Place: Mumbai**

**NOTES:**

1. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 39th AGM of the Company shall be conducted through VC / OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The detailed procedure for participating in the meeting through VC / OAVM Facility is mentioned hereunder in this notice and is also available on the website of the Company at [www.arshiyalimited.com](http://www.arshiyalimited.com).
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM Facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 39th AGM of the Company and therefore the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") of the persons seeking re-appointment / appointment as Directors under Item No. 2, 3 & 4 of the Notice, are also attached. The Company has received relevant disclosures / consents from the Directors seeking re-appointment / appointment.
4. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [info@arshiyalimited.com](mailto:info@arshiyalimited.com).
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 3 and 4 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
6. Pursuant to Section 91 of the Act and Regulation 42 of the SEBI Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19th September, 2020 to Friday, 25th September, 2020 (both days inclusive).

**ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**

7. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [info@arshiyalimited.com](mailto:info@arshiyalimited.com) also to our Registrar & Transfer Agent (RTA) Bigshare Services Private Limited at [jibu@bigshareonline.com](mailto:jibu@bigshareonline.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to our RTA Bigshare Services Private Limited at [jibu@bigshareonline.com](mailto:jibu@bigshareonline.com) & to the Company at [info@arshiyalimited.com](mailto:info@arshiyalimited.com)
9. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at [www.arshiyalimited.com](http://www.arshiyalimited.com), on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

10. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
11. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.
12. Members who need assistance before or during the AGM with use of technology, can: - Send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or use Toll free no.: 1800-222-990; or - Contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or at telephone number +91-99202 64780; or - Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone number +91-75066 82281.
13. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. In case any Institutional Members, facing issues for participating in AGM can write to RTA or Company
14. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot. may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

16. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at [info@arshyalimited.com](mailto:info@arshyalimited.com) Questions / queries received by the Company till 5.00 p.m. on Wednesday, 23rd September, 2020 shall only be considered and responded during the AGM.
17. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by visiting the link <https://www.evoting.nsdl.com> between 9.00 a.m. on Sunday, 20th September, 2020 and 5.00 p.m. on Wednesday, 23rd September, 2020.
18. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

**PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:**

19. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.
20. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 18th September, 2020, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
21. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Tuesday, 22<sup>nd</sup> September, 2020 and will end at 5.00 p.m. on Thursday, 24th September, 2020. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.

22. The details of the process and manner for remote e-voting are explained herein below:

**Step 1:** Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/> How to Log-in to NSDL e-voting website?

- (a) Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/>.
- (b) Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- (c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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.

(d) Your User ID details are given below :

Manner of holding shares	Your User ID is:
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*****
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*****
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 113842 then your User ID is 113842001***

(e) Your password details are given below:

- i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- ii. 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.
- iii. How to retrieve your 'initial password'?
  - 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'.
  - If your email ID is not registered, please follow steps mentioned in Note No. 8 above.
- (f) If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password: enter i. 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](http://www.evoting.nsdl.com). enter ii. Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). enter iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

**Step 2: Cast your vote electronically on NSDL e-voting system.**

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

- (a) After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.

- (b) After click on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- (c) Select 'EVEN' of Company i.e. 113842 for which you wish to cast your vote.
- (d) Now you are ready for e-voting as the voting page opens.
- (e) 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.
- (f) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for Members for e-voting on the day of the AGM are as under:

- (a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (b) Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- (c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (d) For details of the person who may be contacted for any assistance connected with the facility is mentioned hereunder in this notice for e-voting on the day of the AGM.

#### **GENERAL INFORMATION:**

- 23. 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](http://www.evoting.nsdl.com) to reset the password.
- 24. The voting rights shall be as per the number of equity shares held by the Member(s) as on Friday, 18th September, 2020, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- 25. The Company has appointed Aabid & Co., Firm of Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
- 26. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at [www.arshyalimited.com](http://www.arshyalimited.com)

#### **PROCEDURE FOR INSPECTION OF DOCUMENTS:**

- 27. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on [info@arshyalimited.com](mailto:info@arshyalimited.com).
- 28. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.

**OTHERS:**

29. Chaturvedi & Shah LLP, having (Firm Registration No- 101720W/W100335), Chartered Accountants, the Statutory Auditors of the Company will hold office until the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2022. Pursuant to the notification dated 7th May, 2018, issued by Ministry of Corporate Affairs, the requirement for ratification of appointment of Statutory Auditors by the shareholders at every Annual General Meeting has been done away with. In view of the above, ratification by the members for continuance of their appointment in the ensuing Annual General Meeting is not being sought.
30. In terms of Section 152 of the Act, A brief resume of each of the Directors proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Secretarial Standard-2 on General Meetings, are provided in **Annexure - I & Annexure- II** respectively.
31. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
32. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Big Share Services Private Limited RTA of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque through email at jibu@bigshareonline.com and info@arshiyalimited.com. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
33. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
34. Members can also provide their feedback on the shareholder services of the Company using the 'Shareholders Satisfaction Survey' form available on the 'Investor Relations' page of the website of the Company at [www.arshiyalimited.com](http://www.arshiyalimited.com) This feedback will help the Company in improving Shareholder Service Standards.
35. Members who have not encashed the Dividend Warrants for the above years are requested to write to the Company or to the Company's Registrar and Transfer Agents, Bigshare Services Private Ltd., immediately for revalidation of Dividend Warrants before such unclaimed dividend is transferred to the Investor Education and Protection Fund. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund.

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:

Agenda Item No.	2	3	4
<b>Name of Directors</b>	Mr. Ajay S Mittal	Mrs. Manjari Kacker	Mr. Ved Prakash
<b>Designation</b>	Managing Director	Non-executive Independent Director	Non-executive Independent Director
<b>Date of Birth</b>	28/06/1965	17/04/1952	12/02/1960
<b>Age (years)</b>	55	68	60
<b>Qualifications</b>	MBA from the United States	Master's degree in Chemistry and a Diploma in Business Administration	B. Tech (IIT Delhi) PGDM (IIM Kolkata) PHD (International Trade) - Ongoing



<p><b>Brief Profile including expertise in specific functional areas</b></p>	<p>Mr. Mittal is the key driving force behind Arshiya's growth into India's first fully integrated supply chain management and logistics infrastructure solutions company. With over three decades of experience, Mr. Mittal has successfully scaled Arshiya Limited by developing Free Trade Warehousing Zones (FTWZs), Rail &amp; Rail Infrastructure, Industrial &amp; Domestic Hub, and Transport &amp; Handling to its unified business portfolio.</p> <p>Today, Arshiya stands at the helm of being the first developer of India's first of its kind two FTWZs, and second largest Private Container Train Operator (PCTO) in the country.</p> <p>Under Mr. Mittal's guidance, Arshiya Limited has also received national as well as international awards and accolades for its initiatives in the supply chain space.</p> <p>Mr. Mittal in his entrepreneurial career has helmed leadership positions in diverse sectors including financial services, manufacturing, international trading, information technology and global supply chain management.</p> <p>He is also very active with various social reform and community service organizations. His personal mission is for Arshiya Group to play a major supporting role in India's economic transformation and growth.</p>	<p>Mrs. Manjari Kacker, 67 years, holds a Master's degree in Chemistry and a diploma in Business Administration. She has more than 40 years of experience in taxation, finance, administration and vigilance. She was in the Indian Revenue Service batch of 1974. She held various assignments during her tenure in the tax department and was also a member of the Central Board of Direct Taxes. She has also served as the Functional Director (Vigilance and Security) in Air India and has also represented India in international conferences.</p> <p>Mrs. Manjari Kacker is also a Director in Reliance Infrastructure Limited, Dhanvarsha Finvest Limited, Reliance Communications Limited, EGK Foods Private Limited, Water Systems &amp; Infrastructure Development Services Private Limited, Hindustan Gum and Chemicals Limited and Zaffiro Learning Private Limited.</p>	<p>Mr. Ved Prakash received his B.Tech and PGDM from IIT Delhi and IIM Kolkata respectively, and also he is pursuing for PHD in International Trade. He is also very active in developing Free Trade Warehousing Zones (FTWZs) and related service organizations and former Chairman/Managing Director, MMTC Ltd</p>
<p><b>Directorships held in other Companies</b></p>	<p>As per Annexure 1</p>	<p>As per Annexure 1</p>	<p>As per Annexure 1</p>
<p><b>Memberships of committees of other public companies</b></p>	<p>3</p>	<p>3</p>	<p>Nil</p>
<p><b>Chairmanships of committees of other public companies</b></p>	<p>Nil</p>	<p>1</p>	<p>Nil</p>
<p><b>Shareholding (No. of shares)</b></p>	<p>3,83,56,437 Shares</p>	<p>Nil</p>	<p>Nil</p>
<p><b>Relationship with Directors, Manager or other KMP</b></p>	<p>Husband of Mrs. Archana A Mittal, Joint Managing Director of the Company.</p>	<p>-</p>	<p>-</p>
<p><b>Number of Board Meeting attended during the year</b></p>	<p>8</p>	<p>2</p>	<p>NA</p>

ANNEXURE - 1

**Directorships held in other Companies – Mr. Ajay S Mittal**

Sr. No.	Names of the Companies / Bodies Corporate / Firms / Association of Individuals	Directorship
1	MEGA FIN (INDIA) LIMITED	Director
2	ARSHIYA NORTHERN FTWZ LIMITED	Director
3	@ ARSHIYA INDUSTRIAL & DISTRIBUTION HUB LIMITED	Director
4	@ ARSHIYA TRANSPORT AND HANDLING LIMITED	Director
5	MEGA CAPITAL BROKING PRIVATE LIMITED	Director
6	ARSHIYA DATA CENTRE PRIVATE LIMITED	Director
7	MEGA CUSTODIAL SERVICES LTD	Director
8	ARSHIYA RAIL INFRASTRUCTURE LIMITED	Director
9	# MEGA SAFE DEPOSIT VAULTS PRIVATE LIMITED	Director
10	# MEGA MEDITEX LIMITED	Director

@ Companies are merged pursuant to the order of National Company Law Tribunal (NCLT) order dated 6th December, 2019

# Companies are under liquidation

**Directorships held in other Companies – Mrs. Manjari Ashok Kacker**

Sr. No.	Names of the Companies / Bodies Corporate / Firms / Association of Individuals	Directorship
1	HINDUSTAN GUM AND CHEMICALS LIMITED	Director
2	RELIANCE INFRASTRUCTURE LIMITED	Independent Director
3	DHANVARSHA FINVEST LIMITED	Independent Director
4	WATER SYSTEMS & INFRASTRUCTURE DEVELOPMENT SERVICES PRIVATE LIMITED	Director
5	ZAFFIRO LEARNING PRIVATE LIMITED	Director
6	EGK FOODS PRIVATE LIMITED	Director
7	DFL TECHNOLOGIES PRIVATE LIMITED	Director

**Directorships held in other Companies – Mr. Ved Prakash**

Sr. No.	Names of the Companies / Bodies Corporate / Firms / Association of Individuals	Directorship
1	@ FREE TRADE WAREHOUSING PRIVATE LIMITED	Director
2	# GREATER NOIDA INTEGRATED WAREHOUSING PRIVATE LIMITED(100% F.SUB.CO)	Director

@ Company is ACTIVE Non-Compliant

# Company is Strike-Off

By Order of the Board of Directors  
Arshiya Limited

Registered Office:  
302, Ceejay House, Level-3  
Shiv Sagar Estate, F-Block, Dr. Annie Besant Road,  
Worli, Mumbai – 400 018.

Yesha Maniar  
Company Secretary

Date : 25th August, 2020

Place: Mumbai



**ANNEXURE TO THE NOTICE OF THE 39TH ANNUAL GENERAL MEETING**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 3**

The Board of Directors of the Company had appointed Mrs. Manjari Ashok Kacker as an Additional independent Director of the Company with effect from 30th January, 2020. In accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Manjari Ashok Kacker shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mrs. Manjari Ashok Kacker signifying her candidature as an Independent Director of the Company. A brief profile of Mrs. Manjari Ashok Kacker, including nature of her expertise, is provided in this notice.

The Company has received a declaration of independence from Mrs. Manjari Ashok Kacker. In the opinion of the Board, Mrs. Manjari Ashok Kacker fulfills the conditions specified in the Companies Act, 2013 for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.arshiyalimited.com](http://www.arshiyalimited.com)

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Manjari Ashok Kacker, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 3 for approval of the Members.

**Item No. 4**

The Board of Directors of the Company had appointed Mr. Ved Prakash as an Additional independent Director of the Company with effect from 27th June, 2020. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Ved Prakash shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Ved Prakash signifying his candidature as an Independent Director of the Company. A brief profile of Mr. Ved Prakash, including nature of his expertise, is provided in this notice.

The Company has received a declaration of independence from Mr. Ved Prakash. In the opinion of the Board, Mr. Ved Prakash fulfills the conditions specified in the Companies Act, 2013 for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.arshiyalimited.com](http://www.arshiyalimited.com)

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Ved Prakash, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 4 for approval of the Members.

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

**Registered Office:  
302, Ceejay House, Level-3  
Shiv Sagar Estate, F-Block, Dr. Annie Besant Road,  
Worli, Mumbai – 400 018.**

**Yesha Maniar  
Company Secretary**

**Date : 25th August, 2020  
Place: Mumbai**