



Sejal Soni & Associates, Company Secretaries

Add: Shop No 132, Raghuleela Mega Mall, Near Poisar Bus Depot, Kandivali West, Mumbai - 400067

E-mail: cssejalsoniassociates@gmail.com Mobile No: +91 7977942836 / +919702383688

SCUTINIZER'S REPORT

(Pursuant to applicable provisions of the Companies Act, 2013 and Rules made thereunder)

1st May, 2024

To,
The Company Secretary,
Arshiya Limited
205, Level 2, Ceejay House,
Shiv Sagar Estate, F Block,
Dr. Annie Besant Road,
Worli, Mumbai-400018.

Sub: - Scrutinizer's Report on Postal Ballot (E-voting) Results.

The Board of Directors of Arshiya Limited (*hereinafter referred to as "the Company"*), at their meeting held on 28th March, 2024, have appointed **M/s Sejal Soni & Associates** as the Scrutinizer to scrutinize the Postal Ballot e-voting process in respect of the Resolution as stated in the Postal Ballot Notice dated 28th March 2024 (the "**Postal Ballot Notice**").

In compliance with the provisions of Section 110 of the Companies Act, 2013 (the "**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "**Rules**") Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**") Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), including any circulars, statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**"), Government of India, for holding General Meetings/ conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), and any other applicable laws and regulations, the special business mentioned in the Postal Ballot Notice dated 28th March 2024 were proposed to be passed by the Members of Arshiya Limited through Postal Ballot via remote electronic voting (e-voting) only. The Company had, accordingly, provided facility





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of e-voting to all Members of the Company to enable them to cast their votes electronically on the special business mentioned in the Notice.

The Company has engaged the services of National Securities Depository Ltd., as the Electronic Voting Service Provider ("NSDL" or "EVSP") who had made necessary arrangements to facilitate e voting by the Shareholders of the Company on their website at www.evoting.nsdl.com. Bigshare Services Private Limited are the Registrar and Share Transfer Agents for the Company (the "RTA").

Accordingly, the Company had sent the Postal Ballot Notice, including all the requisite information, if any, required or demanded by the Shareholders to cast their votes, in electronic form only, to all the Members as on Friday, the 22nd March 2024 (being the 'Cut-off date' for this purpose), who had registered their e-mail addresses with the Company /RTA/Depository Participants,. The communication of the 'assent' or 'dissent' of the Members was sought through the e-voting system only.

In order to facilitate those Members who had not yet registered their e-mail addresses, a proper procedure was communicated to the Shareholders to get their email address registered with the RTA prior to the 'Cut-off date', so that they could also participate in the e-voting facility extended by the Company.

The Company and the EVSP had uploaded the Notice together with the Explanatory Statement on their respective websites viz. www.arshiyalimited.com and www.evoting.nsdl.com and Electronic Voting Event Number "128239" ('EVEN') was generated for casting the votes through e-voting mode. The Company and the EVSP have complied with all the necessary formalities specified under the Act, the Rules framed thereunder, and the MCA Circulars issued in this regard.

The Postal Ballot Notice was sent on or before 29th March 2024 through e-mail to all the Members of the Company as on 22nd March, 2024.

The Management of the Company is responsible for ensuring compliance with the requirements of the 'Act' and the 'Rules' made thereunder and SEBI Listing Regulations relating to the items placed for approval of the Members through Postal Ballot by remote e-voting process. My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinizing the e-voting process and to prepare a Scrutinizer's Report on the basis of votes cast in 'favour' or 'against' the resolution stated in the Notice, based on the data generated from the e-voting system provided by EVSP.





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I report that the Postal Ballot Notice was sent through e-mail to 29,398 Members whose email addresses were registered with the Company / RTA / Depositories. The total number of Members as on the 'Cut-off date' were 31,109. The e-voting period commenced from Monday, April 01, 2024 from 9.00 a.m. IST and ended on Tuesday, April 30, 2024 at 5.00 p.m. IST. In respect of 1,711 Members, whose email addresses were not available, a Public

Notice of the Postal Ballot Notice was published on Saturday, March 30, 2024 in "The Free Press Journal, Mumbai (English) and Nav Shakti Mumbai, (Marathi) edition providing requisite information and contact details of the EVSP and the RTA for registering email addresses and addressing queries on e-voting.

The item for which approval of the Members of the Company was sought as stated in the Notice is mentioned hereunder: -

Sl. No.	Type of Resolution	Description of the resolution
1	Special Resolution	Shifting of Registered Office of the Company

SUMMARY OF VOTES CAST

The E-voting process concluded at 5 p.m. IST on Tuesday, April 30, 2024. After the closure of E-voting process the votes cast through E-voting facility were duly unblocked by me as the Scrutinizer in the presence of Mr. Parth Mehta and Ms. Vidhi Shah witnesses, not in the employment of the Company, as prescribed under sub-rule 4(xii) of rule 20 of the Companies (Management and Administration) Rules, 2014. Since the e-voting facility was provided by NSDL, the details of the e-voting exercised by the Members were duly compiled by NSDL. The details of the e-voting, the compilation of the Register containing the statement of Member's name, DP ID, Client ID and/or Folio Number, Number of Shares held, Number of Votes exercised, Votes in Favour, Votes Against were generated by NSDL from their website, were duly scrutinized.

On scrutiny, I report that out of 31,109 Members, holding Shares as on the 'Cut-off date', i.e. March 22, 2024, 130 Members, holding 3,88,06,587 Shares, have exercised their votes through remote E-voting.

The details of Postal Ballot results for the special business placed for consideration and approval of the Members is given below:

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Notes:

1. Votes cast in favour or against has been considered based on number of Shares held as on the 'Cut-off date' reckoned for the purpose of Postal Ballot.
2. Vote Cast in 'Favour' or 'Against' is calculated based on the Valid Votes cast through Remote E-voting.

Item No 1: As Special Resolution

Shifting of Registered Office of the Company

Voted in favour of the resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	117	3,87,92,071.000	99.96
Total	117	3,87,92,071.000	99.96

Voted against the resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	13	14,516.000	0.04
Total	13	14,516.000	0.04



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Invalid votes:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

Percentage of votes cast in 'Favour': **99.96** Percentage of votes cast 'Against': **.04**

RESULTS: -

As the number of votes cast in 'Favour' of the Resolution is more than the number of votes cast 'Against', I report that the Special Resolution as per Item No. 1 as set forth in the Postal Ballot Notice dated 28th March, 2024 has been passed by the Members with 'requisite majority'. The Resolution is deemed as passed on the last date of voting that is Tuesday, April 30, 2024.

I further report that as per the Postal Ballot Notice dated 28th March, 2024 and the Board Resolution dated 28th March, 2024, the Directors/KMPs of the Company or any other person authorised, may declare and confirm the above results of voting by Postal Ballot in respect of the Resolution referred, within two working days of the closure of the remote e-voting. The result of the Postal Ballot will be displayed on the website of the Company viz. www.arshiyalimited.com and on the website of NSDL viz. www.evoting.nsdl.com. The results shall also be forwarded to the Stock Exchanges and hosted on the websites of BSE Limited and National Stock Exchange of India Limited, the exchanges where the equity shares of the Company are listed and at the Registered Office of the Company.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them and recording the consent or otherwise received from the Members, by e-voting which includes all the particulars of the Members such as the Name, Folio Number / DP ID and Client ID, Number of Shares held, Number of Shares Voted and Number of Shares Assented, Number of Shares Dissented, Number of Shares Rejected, and other related data / papers are in my safe custody, which will be handed over to the Directors/KMPs of the Company or any other person authorized.





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I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of the Company.

Thanking you,

Yours faithfully

For Sejal Soni & Associates
Practicing Company Secretaries

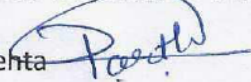

CS Sejal Soni
Proprietor
Membership No.: A47193
Certificate of Practice: 17441
UDIN: A047193F000284201
Peer Review Cert. No: 4058/2023



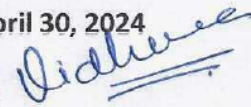
Date: 1st May, 2024

Place: Mumbai

The following were the witnesses to the unblocking of the votes on April 30, 2024

1. Mr. Parth Mehta 
Parth K. Mehta
Add: A1204, Parshwanath Dargshan
Devchand Nagar
Bhy (w)
PAN NO: FKKPM3546N

Received the Report
For Arshiya Limited

2. Ms. Vidhi Shah 
Vidhi R. Shah
Add: B13/III, Jaisal Krupa
Cubbin cross Road,
Bhy (C)
PAN NO: JIUPS07747

Mr. Ajit Dabholkar
Company Secretary & Compliance Officer
ICSI Membership No: F4424

Date: 1st May, 2024

Place: Mumbai