

**REPORT OF SCRUTINIZER**

(Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2015 as amended by Companies (Management & Administration) Rules, 2015)

Date: 29<sup>th</sup> April, 2017

To,

The Chairman,

**ARSHIYA LIMITED,**

302, Ceejay House, Level-3, Shiv Sagar Estate, F-Block,

Dr. Annie Besant Road, Worli, Mumbai – 400018 Maharashtra

**Sub: Scrutinizer Report of E-Voting/ Physical Ballot Voting casted at Extra Ordinary General Meeting of the Company**

Dear Sir(s),

I, CS Aabid Mohammad, of Aabid & Co. Practicing Company Secretaries, Mumbai had been appointed as the Scrutinizer by the Board of Directors of Arshiya Limited (hereinafter called the Company) through resolution dated 4<sup>th</sup> April, 2017 for the purpose of scrutinizing the process of voting through remote e-voting and use of ballot at the Extra Ordinary General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 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 4<sup>th</sup> April, 2017 at the Extra Ordinary General Meeting of the Company held on 29<sup>th</sup>



April, 2017 at 3.00 P. M. at Hall of culture (Nehru Centre), Worli, Mumbai – 400018, Maharashtra, India.

The Notice of the Extra Ordinary General Meeting for passing the special 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 duly sent to the shareholders.

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 poll in respect of shareholders who availed the facility for voting at the Extra Ordinary General Meeting of the Company.

The Shareholders of the Company holding shares either in physical or dematerialized form as on the cutoff date i.e. 22<sup>nd</sup> April, 2017 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 3 in the Notice of the Extra Ordinary General Meeting of the Company.

The voting period for remote e-voting commenced on Wednesday, 26<sup>th</sup> April, 2017 at 10:00 a.m. and ended on Friday, 28<sup>th</sup> April, 2017 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 physical ballot forms received on 29<sup>th</sup> April, 2017 were considered.

I have scrutinized and reviewed the voting through electronic means and physical 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 poll conducted in relation to the Resolutions considered at the Extra Ordinary General Meeting held on 29<sup>th</sup> April, 2017 at Mumbai.

### **SPECIAL BUSINESS**

#### **Item No. 1: Special Resolution**

#### **Increase In and Reclassification of the Authorized Share Capital of the Company**

##### **(i) Voted in favour of the resolution:**

	Number of members voted through electronic voting system and	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	16	21,840	0.0186
Physical	51	11,71,32,929	99.981
<b>Total</b>	<b>67</b>	<b>11,71,54,769</b>	<b>99.9996</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	1	100	0.0004
Physical	-	-	-
<b>Total</b>	<b>1</b>	<b>100</b>	<b>0.0004</b>

##### **(iii) Invalid votes:**

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Physical	5	28
<b>Total</b>	<b>-</b>	<b>-</b>



**Item No. 2: Special Resolution****Alteration of Articles of Association****(i) Voted in favour of 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	14	21,734	0.0186
Physical	51	11,71,32,929	99.981
<b>Total</b>	<b>65</b>	<b>11,71,54,663</b>	<b>99.9996</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	2	106	0.0004
Physical	-	-	-
<b>Total</b>	<b>2</b>	<b>106</b>	<b>0.0004</b>

**(iii) Invalid votes:**

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	-	-
Physical	5	28
<b>Total</b>	<b>-</b>	<b>-</b>



**Item No. 3: Special Resolution:**

**To Issue Equity Shares, Optionally Convertible Redeemable Preference Shares, Warrants on Preferential Basis**

**(i) Voted in favour of 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	14	21,077	0.0180
Physical	51	11,71,32,929	99.9813
<b>Total</b>	<b>65</b>	<b>11,71,54,006</b>	<b>99.9993</b>

**(ii) Voted against the resolution:**

	Number of members voted through electronic voting system and physical	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	2	763	0.0007
Physical	-	-	-
<b>Total</b>	<b>2</b>	<b>763</b>	<b>0.0007</b>

**(iii) Invalid votes:**

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	-	-
Physical	5	28
<b>Total</b>	<b>-</b>	<b>-</b>



The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our' safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Extra-Ordinary General Meeting and the same are handed over to the Compliance Officer for safe keeping.

Thanking You  
Yours Faithfully,

Date: 29<sup>th</sup> April, 2017

Place : Mumbai

M. No.: F6579

C. P. No.: 6625



For Aabid & Co

A handwritten signature in black ink, appearing to read 'Aabid'.

(Aabid Mohammad)  
Partner