



BHATT & ASSOCIATES

COMPANY SECRETARIES LLP

SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING

[Pursuant to applicable provisions of the Companies Act, 2013, Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman

Aarvi Encon Limited

603,B1 Wing, Marathon Innova, Marathon

Nextgen Complex, Lower Parel (West), Mumbai-400013.

Subject: Consolidated Scrutinizer's Report on Members' voting through remote e-voting and electronic voting process conducted at the 32nd Annual General Meeting of Aarvi Encon Limited held on September 22, 2020 at 11.00 A.M through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with General Circular No. 20/2020 dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs and in accordance with the circular dated May 12, 2020 issued by the Securities and Exchange Board of India (collectively known as "the Applicable circulars").

Dear Sir,

I, Aashish K. Bhatt, designated partner of Bhatt & Associates Company Secretaries LLP, Practising Company Secretaries, Mumbai, had been appointed as the Scrutinizer by the Board of Directors of Aarvi Encon Limited (hereinafter referred as "the Company") vide resolution dated June 30, 2020, pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") and pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 (SEBI Listing Regulations) as amended from time to time, to scrutinize the remote e-voting held from 10.00 A.M (IST) on Thursday,

D / 101, Lata Annexe, Above Axis Bank, W. E. Highway, Borivali (East), Mumbai - 400 066.

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September 17, 2020 to 5.00 P.M. (IST) on Monday, September 21, 2020 (hereinafter referred to as "the remote e-voting period") and electronic voting process at 32nd Annual General Meeting (AGM / the meeting) of the Company on the resolutions contained in the notice dated June 30, 2020, of the AGM of the members of the Company held on Tuesday, September 22, 2020 at 11.00 A.M through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Members of the Company were provided remote e-voting facility through National Security Depository Ltd (NSDL) whereby they could cast their votes during the remote e-voting period and some members of the Company voted during the aforesaid period. After the said remote e-voting period, the voting portal had been blocked by NSDL, the service provider.

Members attending the AGM through VC / OAVM and who did not cast their votes through remote e-voting were allowed to cast their votes at the Meeting through electronic voting process provided by NSDL on all resolutions set out in the Notice convening the AGM, in accordance with sub-rule 4(iii)(B) of Rule 20 of the aforesaid Rules. Accordingly, the Members attending the AGM through VC/OAVM and did not cast their vote earlier, voted through electronic voting process conducted at AGM.

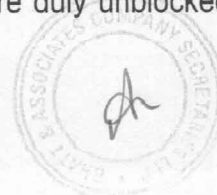
The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the rules made there under and SEBI Listing regulations.

My responsibility as a scrutinizer of the voting process was restricted to scrutinize the e-voting process (through remote e-voting and electronic voting process at the AGM), in a fair and transparent manner and to prepare a consolidated scrutinizer's report for the votes cast in favour and against on all the resolutions as stated in the notice of AGM, based on report generated from e-voting system provided by NSDL.

The Cut-off date for the purpose of identifying the members who will be entitled to vote on the resolutions for approval of the members was Friday, August 28, 2020.

In case of votes received through electronic voting process at the AGM as well as through remote e-voting for the same shareholding from any Member, the votes received through remote e-voting from such Member were considered and the votes received through electronic voting process were considered invalid.

On September 22, 2020, after receiving the votes cast electronically by NSDL, the votes cast through remote e-voting and electronic voting process at the 32nd AGM were duly unblocked by



me in the presence of Ms. Bhavika Bhatt and Ms. Vrushali Darji, who were witnesses in accordance rule 20 sub rule 4(xii) of the said rules.

The papers pertaining to remote e-voting and electronic voting process at AGM and all other relevant records are kept in our safe custody and be retained until the minutes of AGM is approved and signed by the Chairman, and thereafter shall be handed over to the Company Secretary for safe keeping.

Information with respect to AGM as well Member's participation in the AGM is provided in Annexure 1 and consolidated result of total votes cast, whether in favour or against, in accordance with rule 4(xii) of Rule 20 of the aforesaid Rules is annexed as Annexure 2 to this Report and based on which we confirmed that resolutions were passed with requisite majority.

You are requested to acknowledge receipt of this report.

Thanking you,

For Bhatt & Associates Company Secretaries LLP



Aashish K. Bhatt

Designated Partner

(Membership No.: A19639 / COP No.: 7023)

UDIN: A019639B000755902



Place: Mumbai

Date: 23.09.2020

Countersigned by:

For Aarvi Encon Limited

Chairman of the 32nd Annual General Meeting

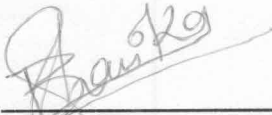
WITNESSES' CONFIRMATION

In pursuance of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and with respect to the conduct of voting through remote e-voting and electronic voting process at the 32nd AGM by Members of Aarvi Encon Limited ("the Company") on all resolutions set out in the Notice convening the 32nd AGM of Company, which was held on Tuesday September 22, 2020 at 11.00 A.M. through VC / OAVM, we, Bhavika Bhatt (residing at D/604, Lata Annexe, Above Axis Bank, W.E highway, Borivali (East), Mumbai – 400 066) and Ms. Vrushali Darji (working at D/101, Lata Annexe, Above Axis Bank, W.E highway, Borivali (East), Mumbai – 400 066) hereby confirm our witnessing to the unblocking of votes cast through remote e-voting and electronic voting process at the AGM .

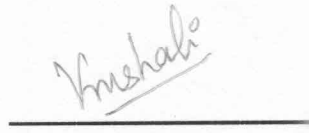
We further state that we are not in the employment of the Company.

Witness 1:

Witness 2:



(Bhavika Bhatt)



(Vrushali Darji)

Date: 23.09.2020

Place: Mumbai



ANNEXURE - I

Date of the AGM	September 22, 2020
Total number of shareholders as on cut off date i.e August 28, 2020 for remote evoting	543
No. of Shareholders present in the meeting either in person or through proxy :	Not Applicable as due to pandemic covid-19 and pursuant to the applicable circulars, the AGM was held through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
Promoters and Promoter Group:	
Public:	
No. of Shareholders present in the meeting through VC / OAVM	3
Promoters and Promoter Group:	
Public:	



ANNEXURE - 2

1. Resolution required: Ordinary		To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of Votes Cast	% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on cast votes (6)=[(4)/(2)]*100	% of Votes cast against on votes (7) = [(5)/(2)]*100
Promoter and Promoter Group	remote E-Voting and voting at AGM through electronic voting process	1,08,52,000	1,08,50,000	99.98	1,08,50,000	0	100.00	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	1,08,52,000	1,08,50,000	99.98	1,08,50,000	0	100.00	0.00
Public - Institutions	remote E-Voting and voting at AGM through electronic voting process	0	0	0.00	0	0	0.00	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public - Non Institutions	remote E-Voting and voting at AGM through electronic voting process	39,32,000	44,832	1.14	44,832	0	100.00	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	39,32,000	44,832	1.14	44,832	0	100.00	0.00
Total		1,47,84,000	1,08,94,832	73.69	1,08,94,832	0	100.00	0.00



2. Resolution required: Ordinary			To Appoint a Director in place of Mr. Jaydev V. Sanghavi (DIN: 00759042), Executive Director of the Company, who retires by rotation and being eligible, offered himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Cast (2)	% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100
Promoter and Promoter Group	remote E-Voting and voting at AGM through electronic voting process	1,08,52,000	1,08,50,000	99.98	1,08,50,000	0	100.00	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	1,08,52,000	1,08,50,000	99.98	1,08,50,000	0	100.00	0.00
Public - Institutions	remote E-Voting and voting at AGM through electronic voting process	0	0	0.00	0	0	0.00	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public - Non Institutions	remote E-Voting and voting at AGM through electronic voting process	39,32,000	44,832	1.14	44,832	0	100.00	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	39,32,000	44,832	1.14	44,832	0	100.00	0.00
Total		1,47,84,000	1,08,94,832	73.69	1,08,94,832	0	100.00	0.00



3. Resolution required: Ordinary		To Declare Dividend on equity shares for the financial year ended March 31, 2020						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of Votes Cast (2)	% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	remote E-Voting and voting at AGM through electronic voting process	1,08,52,000	1,08,50,000	99.98	1,08,50,000	0	100.00	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	1,08,52,000	1,08,50,000	99.98	1,08,50,000	0	100.00	0.00
Public - Institutions	remote E-Voting and voting at AGM through electronic voting process	0	0	0.00	0	0	0.00	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public - Non Institutions	remote E-Voting and voting at AGM through electronic voting process	39,32,000	44,832	1.14	44,832	0	100.00	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	39,32,000	44,832	1.14	44,832	0	100.00	0.00
Total		1,47,84,000	1,08,94,832	73.69	1,08,94,832	0	100.00	0.00



4. Resolution required: Ordinary			To Appoint Mr. Sharad S. Sanghi (DIN-00265977) as a Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Cast (2)	% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100
Promoter and Promoter Group	remote E-Voting and voting at AGM through electronic voting process	1,08,52,000	1,08,50,000	99.98	1,08,50,000	0	100.00	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	1,08,52,000	1,08,50,000	99.98	1,08,50,000	0	100.00	0.00
Public - Institutions	remote E-Voting and voting at AGM through electronic voting process	0	0	0.00	0	0	0.00	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public - Non Institutions	remote E-Voting and voting at AGM through electronic voting process	39,32,000	44,832	1.14	44,832	0	100.00	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	39,32,000	44,832	1.14	44,832	0	100.00	0.00
Total		1,47,84,000	1,08,94,832	73.69	1,08,94,832	0	100.00	0.00



5. Resolution required: Special			To Approve Remuneration of Mr. Virendra D. Sanghavi (DIN:00759176), Managing Director of the Company For Financial Year (FY)2020-21 And 2021-22					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes, 4,340,000 equity shares held by Mr. Virendra Sanghavi being interested in the said resolution are excluded for determining the voting.					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Cast (2)	% of Votes cast on outstanding Shares (3) = [(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100
Promoter and Promoter Group	remote E-Voting and voting at AGM through electronic voting process	1,08,52,000	65,10,000	59.99	65,10,000	0	100.00	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	1,08,52,000	65,10,000	59.99	65,10,000	0	100.00	0.00
	Public - Institutions	remote E-Voting and voting at AGM through electronic voting process	0	0	0.00	0	0	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public - Non Institutions	remote E-Voting and voting at AGM through electronic voting process	39,32,000	44,832	1.14	44,832	0	100.00	0.00
	poll		0	0.00	0	0	0.00	0.00
	Total	39,32,000	44,832	1.14	44,832	0	100.00	0.00
	Total	1,47,84,000	65,54,832	44.34	65,54,832	0	100.00	0.00

