



CONTINUING STABILITY

ARIHANT
SUPERSTRUCTURES LTD.
CONTINUING STABILITY

6th September, 2018

Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051

Scrip Code: 506194
Class of Security: Equity

Symbol: ARIHANTSUP
Series: EQ

Dear Sir/Madam

Sub: Notice of 35th Annual General Meeting:

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Thirty Fifth Annual General Meeting (AGM) of Arihant Superstructures Limited will be held on Friday, 28th September, 2018 at 10:30 A.M. at "Arihant Aura", B-Wing, Plot No. 13/1, TTC Industrial Area, Thane Belapur Road, Turbhe, Navi Mumbai - 400705 to transact the business as specified in the AGM Notice.

Further the Company has dispatched /e-mailed the Annual Report including AGM Notice to all Shareholders, whose name had appeared as the Beneficial Owner/Shareholder in the records of Company's Registrar and Transfer Agent (RTA) as on cut of date i.e. 31st August, 2018.

Notice of the Annual General Meeting is enclosed herewith for your records.

You are requested to please take the same on record, and inform the Stakeholders accordingly.

Thanking you,

Yours Faithfully,

For Arihant Superstructures Limited

Naval Singh Shekhawat
Company Secretary



Encl: a/a

L51900MH1983PLC029643

Arihant Aura, B-Wing, 25th Floor, Plot No 13/1,
TTC Industrial Area, Thane Belapur Road,
Turbhe, Navi Mumbai, Maharashtra - 400705

Tel.: 022 6249 3333
022 6249 3344

Website : www.asl.net.in
Email : info@asl.net.in

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of Arihant Superstructures Limited ('the Company') will be held at 10:30 A.M. on Friday, 28th September, 2018 at "Arihant Aura", B-Wing Plot No. 13/1, TTC Industrial Area, Thane Belapur Road, Turbhe, Navi Mumbai - 400705 to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2018, and the Reports of Directors ('the Board') and Auditors thereon.

Item No. 2: Declaration of Dividend:

To declare a Final Dividend of ₹ 0.50/- per Equity Share for the Financial Year ended 31st March, 2018.

Item No. 3: Retirement by Rotation:

To appoint a Director in place of Mr. Nimish Shah (DIN: 03036904), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Item No. 4: Re-appointment of Statutory Auditors of the Company and to fix their Remuneration in this regard:

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), M/s. Kailash Chand Jain & Co, Chartered Accountants, Mumbai (Firm Registration No. 112318W), be and are hereby re-appointed as Statutory Auditors of the Company for the 02nd term of 5 (Five) consecutive Years from the conclusion of this Annual General Meeting till the conclusion of the Sixth Annual General Meeting from this Annual General Meeting, at such Remuneration as shall be mutually decided by the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

Item No. 5: Re-appointment of Mrs. Vijayalakshmi R. Iyer (DIN: 05242960) as an Independent Woman Director of the Company:

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Vijayalakshmi R. Iyer (DIN: 05242960), who was appointed as an Additional Independent Woman Director of the Company with effect from 10th August, 2018 under Section 161 of the Companies Act, 2013, and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and who qualifies for being appointed as an Independent Woman Director and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013, and being so eligible, be reappointed as an Independent Woman Director to hold office for the period of 02nd term of 5 (Five) consecutive Years commencing from 10th August, 2018 till 09th August, 2023."

Item No. 6: Re-appointment of Mr. Ashok Chhajer (DIN: 01965094) as the Chairman & Managing Director of the Company:

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and subject to such other approvals, as may be necessary, consent of the Members be and is

hereby accorded to re-appoint Mr. Ashok Chhajer (DIN: 01965094) as the Chairman & Managing Director of the Company for the period of 5 (Five) consecutive Years commencing from 15th January, 2019 till 14th January, 2024 and upon the following terms and conditions including Remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of re-appointment and Remuneration of Mr. Ashok Chhajer in the best interests of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 197 of the Companies Act, 2013, as amended from time to time, the minimum Remuneration payable to Mr. Ashok Chhajer, in the event of loss or inadequacy of profit in any Financial Year, shall be as specified in Section II of Part II of Schedule V to the Companies Act, 2013”

**For and on behalf of the Board of Directors
Arihant Superstructures Limited**

**Ashok Chhajer
Chairman & Managing Director
DIN: 01965094**

**Place: Navi Mumbai
Date: August 10, 2018**

Registered Office:

“Arihant Aura”, 25th Floor, B-Wing, Plot No. 13/1,
TTC Industrial Area, Thane Belapur Road,
Turbhe, Navi Mumbai – 400 705
CIN: L51900MH1983PLC029643
Tel: 91 22 62493333 Fax: 91 22 62493334
E-mail: info@asl.net.in, investor@asl.net.in
Website: www.asl.net.in

NOTES:

1. The Explanatory Statement in pursuance to the provisions of Section 102 of the Companies Act, 2013, towards the Special Business proposed to be undertaken in the Annual General Meeting is attached to this Notice.
2. In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Secretarial Standard on General Meetings, the details and information of all Directors seeking appointment/ re-appointment is attached to this Notice.
3. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. The instrument appointing the Proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the Annual General Meeting. Proxies submitted on behalf of Limited Companies, Body Corporates, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as Proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total Share Capital of the Company. In case a Proxy is proposed to be appointed by a Member holding more than 10% of the total Share Capital of the Company carrying voting rights, then such Proxy shall not act as a Proxy for any other person or Shareholder.
4. The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Adroit Corporate Services Pvt. Ltd. (hereinafter referred to as “Company’s Registrar and Transfer Agent”) 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059.
5. The Register of Members and Share Transfer Books (“hereinafter referred to as Book Closure”) of the Company will be closed, from Saturday, 22nd September, 2018 to Friday 28th September, 2018 (both days inclusive) for the purpose of holding Annual General Meeting and for determining the names of the Members eligible for Dividend on Equity Shares, if declared in the Annual General Meeting.
6. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.

7. If the Final Dividend, as recommended by the Board of Directors, is approved at the Annual General Meeting, payment of such Dividend will be made on or after 28th September, 2018 to those persons or their mandates as under:
 - I. Whose names appear as the Beneficial Owners in respect of Shares held in Dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on 21st September, 2018 (i.e. being last trading day before Book Closure) in respect of the Shares held in electronic mode; and;
 - II. To all Members in respect of Shares held in Physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company or Company's Registrar and Transfer Agent as on 21st September, 2018 (i.e. being last trading day before Book Closure).
8. Members holding Shares in Dematerialized form are requested to intimate all changes pertaining to their Bank details such as Bank account number, name of the Bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agent, to provide efficient and better services. Members holding Shares in Physical form are requested to intimate such changes to Company's Registrar and Transfer Agent.
9. Members holding Shares in Physical form are requested to consider converting their holdings to Dematerialized form to eliminate all risks associated with Physical Shares and for ease of Portfolio Management. Members can contact the Company or Company's Registrars and Transfer Agent for assistance in this regard.
10. Members holding Shares in Physical form, in identical order of names, in more than one folio are requested to send to the Company or Company's Registrars and Transfer Agent the details of such folios together with the Share Certificates for consolidating their holdings in one folio. A consolidated Share Certificate will be issued to such Members after making requisite changes.
11. In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Members seeking any information with regard to the accounts are requested to write to the Company at an early date (i.e. not later than 7 days before Annual General Meeting), so as to enable the Management to keep the information ready at the Annual General Meeting.
13. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11:00 a.m. to 1:00 p.m. upto the date of the Annual General Meeting.
14. As per the provisions of Section 72 of the Companies Act, 2013 the facility for making Nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.asl.net.in (under 'Investors' Relation Section). Members holding Shares in Physical form may submit the same to Company's Registrars and Transfer Agent. Members holding Shares in electronic form may submit the same to their respective Depository Participant.
15. Transfer of unclaimed / unpaid amounts to the Investor Education and Protection Fund (IEPF):
Pursuant to Sections 123, 124 and 125 of the Companies Act, 2013 and other applicable provisions, if any, of the Act, all unclaimed / unpaid Dividend, Application money, Debenture interest and interest on Deposits as well as the principal amount of Debentures and Deposits, as applicable, remaining unclaimed / unpaid for a period of Seven Years from the date they became due for payment, in relation to the Company, Arihant Superstructures Ltd. have been transferred to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2018, nor shall any payment be made in respect of such claims. Members who have not yet encashed their Dividend Warrant(s) pertaining to the Final Dividend for the Financial Year 2011-12 and onwards are requested to make their claims without any delay to Company's Registrars and Transfer Agent. Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company under the 'Investors' Relation Section as also on website of the Ministry of Corporate Affairs.

An amount of ₹ 3,184 for the Financial Year 2009-10, being unclaimed/ unpaid Dividend has been transferred to IEPF during the Financial Year 2017-18.

Further, The Company is under process to transfer an Amount of ₹1492.20 for the Financial Year 2010-11, being unclaimed/ unpaid Dividend as on 02nd August, 2018 to IEPF under Section 124(5) read with Section 125(1) of Companies Act, 2013.

The following table gives information relating to outstanding Dividend accounts and the dates by which they can be claimed by the Shareholders:

Financial Year	Date of declaration of Dividend	Last Date for claiming unpaid/unclaimed Dividend
2010-11	August 03, 2011	August 02, 2018
2011-12	September 22, 2012	September 21, 2019
2012-13	September 26, 2013	September 25, 2020
2013-14	September 25 2014	September 24, 2021
2014-15	September 25, 2015	September 24, 2022
2015-16	September 20, 2016	September 19, 2023
2016-17	September 30, 2017	September 29, 2024

Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the IEPF Rules, all Shares on which the Dividend has not been paid or claimed for Seven Consecutive Years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs, in due course. In accordance with the IEPF Rules, the Company has transferred 250 Equity Shares for the Financial Year 2008-09 to the IEPF. The Shareholders whose Dividend/Shares is/will be transferred to the IEPF Authority can claim the same from the IEPF Authority by following the procedure as detailed on the website of the IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
17. The Notice of the Annual General Meeting along with the Annual Report for the Financial Year 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company's Registrars and Transfer Agent / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report for the Financial Year 2017-18 will also be available on the Company's website viz. www.asl.net.in
18. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Depository Participant's / Company's Registrars and Transfer Agent. Through sending an email at info@adroitcorporate.com, the registered e-mail address will be used for sending future communications.
19. The route map showing directions to reach the venue of the Thirty Fifth Annual General Meeting is annexed at the end as the part of the Annual Report.
20. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
21. Members/ Proxies/ Representatives are requested to bring filled in attendance slip enclosed in the Annual Report for attending the Annual General Meeting.
- 22. Remote e-Voting Instructions for Annual General Meeting:**
 - i. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the Annual General Meeting.
 - ii. The Board of Directors has appointed CS Rachana Shanbhag, (Membership No. F8227), M/s. RHS & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizers to scrutinize the voting at the Annual General Meeting and remote e-voting.

- iii. The facility for voting, through polling paper shall also be made available at the Annual General Meeting and the Members attending the Annual General Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting through polling paper.
- iv. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- v. Members can opt for only one mode of voting i.e. either by polling paper at the Annual General Meeting or remote e-voting. In case Members cast their vote s through both modes, voting done by e-voting shall prevail and votes cast through polling paper shall be treated as invalid.

The instructions for e-voting are as follows:

1. The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

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

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

2. Details on Step 1 is mentioned below:

- a. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 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.
- d. 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 e-services after using your log-in credentials, click on E-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- e. Your User ID details are given below :

Manner of holding Shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****.
c) 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 108463 then user ID is 108463001***

- f. Your password details are given below:
 - i. If you are already registered for e-voting, then you can user 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, your ‘Initial password’ is communicated to you on your Postal address.
- g. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- 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.
 - ii. Physical User Reset Password” (If you are holding Shares in physical mode) option available on www.evoting.nsdl.com.
 - iii If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat Account Number/Folio Number, your PAN, your name and your registered address.
- h. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- i. Now, you will have to click on “Login” button.
- j. After you click on the “Login” button, Home page of e-Voting will open.

3. Details on Step 2 is given below:

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 Arihant Superstructures Limited for casting 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.

23. General Guidelines for Shareholders:

- i. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly Authorized Signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rhsassociates1@gmail.com with a copy marked to evoting@nsdl.co.in.
- ii. 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 to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

24. Other Instructions:

- i. The e-voting period commences on Tuesday, 25th September, 2018 (9:00 a.m. IST) and ends on Thursday, 27th September 2018 (5:00 p.m. IST). During this period, Members holding Shares either in Physical form or in Dematerialized form, as on the cut-off date i.e. 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. The voting rights of Members shall be in proportion to their Shares in the Paid up Equity Share Capital of the Company as on the cut-off date i.e. 21st September, 2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through polling paper.
- iii. Any person, who acquires Shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding Shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who is not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
- v. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website viz. www.asl.net.in and on the website of NSDL viz. www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, Mumbai where the Shares of the Company are listed.

For and on behalf of the Board of Directors
Arihant Superstructures Limited

Place: Navi Mumbai
Date: August 10, 2018

Registered Office:

“Arihant Aura”, 25th Floor, B-Wing, Plot No. 13/1,
 TTC Industrial Area, Thane Belapur Road,
 Turbhe, Navi Mumbai – 400 705
 CIN: L51900MH1983PLC029643
 Tel: 91 22 62493333 Fax: 91 22 62493334
 E-mail: info@asl.net.in, investor@asl.net.in
 Website: www.asl.net.in

Ashok Chhajer
Chairman & Managing Director
DIN: 01965094

EXPLANATORY STATEMENT TO THE ANNUAL GENERAL MEETING NOTICE**Item No. 5**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee had appointed Mrs. Vijaylakshmi R. Iyer (DIN: 05242960) as an Additional Independent Woman Director on the Board of Directors of the Company in their Meeting held on 10th August 2018. In terms of the provisions of Section 161 of the Companies Act, 2013, her tenure as an Additional Independent Woman Director expires at the 35th Annual General Meeting. The Company has received a Notice Under Section 160 of the Companies Act, 2013, from Mrs. Iyer, who is proposing her-self for reappointment as an Independent Woman Director on the Board for 02nd term. Further, Board recommends her appointment for 02nd term of 5 consecutive Years from 10th August, 2018 till 09th August, 2023. In terms of the provisions of Section 152 of the Companies Act, 2013, the Independent Director shall not be liable to retire by rotation.

Further the Shareholders may note that the original date of appointment of Mrs. Iyer was 12th August, 2017 as an Independent Woman Director, and she had resigned on 04th June, 2018, due to her personal grounds.

Mrs. Vijayalakshmi R. Iyer has provided her declaration of Independence under Section 149(7) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has also declared that she is eligible and not disqualified to be appointed as an Independent Woman Director on the Board of Directors of the Company. Considering her vast experience, her background in Banking and Finance and her qualifications, the Board of Directors is of the opinion that the appointment of Mrs. Vijayalakshmi R. Iyer as an Independent Woman Director and her contributions and guidance will greatly benefit the Company.

The said appointment is in line with the Nomination and Remuneration Policy of the Company.

The Board of Directors recommends the appointment of Mrs. Vijayalakshmi R. Iyer as an Independent Woman Director for the period of 02nd term of 5 consecutive Years from 10th August, 2018 till 09th August, 2023.

The Board of Directors recommends the Resolution for the approval of the Members as a Special Resolution. A part from Mrs. Vijayalakshmi R. Iyer, who would be interested in this Resolution, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and relatives of the Directors and KMP are, in any way, concerned or interested, financially or otherwise, in these items, except to the extent of their Shareholding interest, if any, in the Company.

The statement of additional information required to be disclosed as per Secretarial Standard 2 issued by ICSI and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 6

Mr. Ashok Chhajer was appointed as a Chairman & Managing Director of the Company w.e.f. 15th January, 2014 under Companies Act for the period of 5 (Five) Years and his appointment was approved by the Shareholders in the Annual General Meeting held on 26th September, 2013. The original date of appointment of Mr. Ashok Chhajer was 15th January, 2009. During the 9 Years of his tenure so far, Mr. Ashok Chhajer has, contributed immensely for the business activities of the Company and to guide the Company in its expansion activities.

The Shareholders are requested to note, that the current term of Mr. Ashok Chhajer is expiring on 14th January, 2019 and he is seeking his re-appointment for term of 5 (Five) Consecutive Years.

Mr. Ashok Chhajer has been contributing immensely in the business activities of the Company and is guiding the Company in its expansion activities. Accordingly, the Nomination and Remuneration Committee have recommended the re-appointment of Mr. Ashok Chhajer (DIN: 01965094) as the Chairman & Managing Director of the Company with effect from 15th January, 2019 with an Annual Remuneration of ₹ 55,00,000/- (Rupees Fifty Five Lakhs only) per annum unless otherwise revised by the Board of Directors. The same was approved by the Board of Directors on 10th August, 2018, subject to the Shareholders approval. The Remuneration paid / payable to Mr. Ashok Chhajer is within the limits set out under Section 197 of the Companies Act, 2013. Further, it is proposed, that in the event of loss or inadequacy of profits, the Remuneration payable to Mr. Ashok Chhajer shall be within the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 or any other limit, as may be prescribed in this matter by the Central Government.

The said appointment is in line with the Nomination and Remuneration Policy of the Company.

The Board of Directors recommends the Resolution for the approval of the Members as a Special Resolution. Apart from Mr. Ashok Chhajer, who would be interested in this Resolution, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and relatives of the Directors and KMP are, in any way, concerned or interested, financially or otherwise, in these items, except to the extent of their Shareholding interest, if any, in the Company.

The statement of additional information required to be disclosed as per Secretarial Standard 2 issued by ICSI and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

This information forms a part of the Notice and Explanatory Statement for the 35th Annual General Meeting:

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by ICSI:

Name	Mr. Nimish Shah (DIN: 03036904) (Whole-Time Executive Director of the Company)	Mrs. Vijayalakshmi Iyer (DIN: 05242960) (Additional Independent Woman Director of the Company)	Mr. Ashok Chhajer (DIN: 01965094) (Chairman & Managing Director of the Company)
Age	44	63	48
Qualification	B.E. (Civil)	Mrs. Iyer has Graduated from M.L. Dahanukar College of Commerce and did her post Graduation from Sydenham College of Commerce, Mumbai. She is also a fellowship of CAIIB of Indian Institute of Banking and Finance.	BSC
Experience	Having more than 17 years of experience in construction and related activities. Please refer to the Company's website : www.asl.net.in , for a detailed profile.	Mrs. Iyer is the former Chairperson and Managing Director of Bank of India with nearly four decades of service and contribution to the Indian Financial Sector. Please refer to the Company's website: www.asl.net.in , for a detailed profile.	He has been augmented with 20 years of varied experience in Cloth Trading & Manufacturing, Edible Oil Refinery and Real Estate with a core focus on Real Estate Business. Please refer to the Company's website: www.asl.net.in , for a detailed profile.
No. of Shares held	NIL	NIL	1,23,09,147
Terms & Conditions	The appointment of Mr. Shah was approved by the Shareholders in the AGM held on 25 th September, 2015 for a period of Five Years as Whole-Time Executive Director of the Company. He is liable to retire by rotation.	The reappointment of Mrs. V.R.Iyer shall be subject to the approval of Shareholders.	The appointment of Mr. Chhajer was approved by the Shareholders in the AGM held on 26 th September, 2013 for a period of Five Years as a Chairman & Managing Director of the Company.
Remuneration Last Drawn	₹ 5,000,000/- p.a.	N.A.	₹ 5,500,000/- p.a.
Remuneration sought to be paid	₹ 5,000,000/- p.a.	N.A.	₹ 5,500,000/- p.a.
Number of Board Meetings attended during the Financial Year 2017-18	4	3	5
First Date of Appointment	13 th April, 2010	12 th August, 2017	15 th January, 2009
Date of Appointment in current terms	13 th April, 2015	10 th August, 2018	15 th January, 2014
Relationship with other Directors/ Manager/ Key Managerial Personnel	NIL	NIL	NIL

Directorships held in other Companies in India	NIL	<ol style="list-style-type: none"> 1. Jammu And Kashmir Bank Limited 2. Aditya Birla Capital Limited 3. ICICI Securities Limited 4. Indiabulls Ventures Limited 5. Edelweiss Housing Finance Limited 6. Aditya Birla Finance Limited 7. Yes Trustee Limited 8. BFSI Sector Skill Council Of India 9. Religare Enterprises Limited 	<ol style="list-style-type: none"> 1. Abhinandan Agrofarms Private Limited 2. Arihant Anandi Realty Private Limited 3. Arihant Universal Realty Private Limited 4. Arihant Dwellcons Private Limited 5. Arihant Aashiyana Private Limited 6. Arihant Gruhnirman Private Limited 7. Arihant Dream Houses Private Limited 8. Adinath Realty Private Limited 9. Arihant Paradise Realty Private Limited 10. Arihant Vatika Realty Private Limited 11. Arihant Abode Limited
Committee Membership held in other Companies	NIL	<ol style="list-style-type: none"> 1. Jammu And Kashmir Bank Limited - Nomination and Remuneration Committee and Risk Management Committee 2. Aditya Birla Capital Limited - Audit Committee, Stakeholders Relationship Committee and Risk Management Committee. 3. ICICI Securities Limited - Stakeholders Relationship Committee 4. Religare Enterprises Limited - Audit Committee, Nomination and Remuneration Committee and Risk Management Committee 	<ol style="list-style-type: none"> 1. Arihant Aashiyana Private Limited - Corporate Social Responsibility Committee

CIN: L51900MH1983PLC029643

Registered Office: Arihant Aura, 25th Floor, B-Wing, Plot No. 13/1, TTC Industrial Area, Thane Belapur Road,
Turbhe, Navi Mumbai - 400705 Maharashtra, India,

Tel. No.: 022 - 62493333, **E-mail:** info@asl.net.in, investor@asl.net.in, **Website:** www.asl.net.in

Form No. MGT - 11

Proxy Form

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

Name of the Shareholder (s):	
Registered Address:	
E-Mail Id:	
Folio No/Client Id:	
DP ID (if any required):	

I/We, being the Member(s) of the above named Company, hereby appoint

- 1 Name : _____
 Address : _____

 E-Mail Id : _____
 Signature : _____
 (or failing him)
- 2 Name : _____
 Address : _____

 E-Mail Id : _____
 Signature : _____
 (or failing him)
- 3 Name : _____
 Address : _____

 E-Mail Id : _____
 Signature : _____
 (or failing him)

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company be held at 10:30 A.M. on Friday, 28th September 2018 at Arihant Aura, B-Wing, Plot No. 13/1, TTC Industrial Area, Thane Belapur Road, Turbhe, Navi Mumbai - 400705 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1	Adoption of Financial Statements (Standalone & Consolidated) for the Financial Year ended 31 st March, 2018.		
2	Declaration of Final Dividend of ₹ 0.50/- per Equity Share for the Financial Year ended 31 st March, 2018.		
3	To appoint a Director in place of Mr. Nimish Shah (DIN: 03036904), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.		
4	Re-appointment of Statutory Auditors of the Company and to fix their Remuneration in this regard.		
5	Re-appointment of Mrs. Vijayalakshmi R. Iyer (DIN: 05242960) as an Independent Woman Director of the Company.		
6	Re-appointment of Mr. Ashok Chhajer (DIN: 01965094) as the Chairman & Managing Director of the Company.		

Signed this..... day of September, 2018

Signature of Proxy Holder(s)

Signature of Member

Affix
₹ 1
Revenue
Stamp

NOTES:

- Please put tick (✓) in the appropriate column against the respective Resolutions. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Arihant Aura, 25th Floor, B-Wing, Plot No. 13/1, TTC Industrial Area, Thane Belapur Road, Turbhe, Navi Mumbai - 400705 not less than 48 hours before the commencement of the Meeting.



CIN: L51900MH1983PLC029643

Registered Office: Arihant Aura, 25th Floor, B-Wing, Plot No. 13/1, TTC Industrial Area, Thane Belapur Road, Turbhe, Navi Mumbai -400705 Maharashtra, India,

Tel. No.: 022 - 62493333, **E-mail:** info@asl.net.in investor@asl.net.in, **Website:** www.asl.net.in

ATTENDANCE SLIP

Sr. No.

Name and Registered Address of the sole/first named Shareholder/ Member/ Beneficial Owner	
Name of the Joint Shareholder(s)/ Members/Beneficial Owner(s)	
Registered Folio No./ DP ID No./ Client ID No :	
Number of Shares held	

I certify that I am a Member/ Proxy/ Authorised Representative for the Member of the Company. I hereby record my presence at the 35th Annual General Meeting of the Company held at 10:30 A.M. on Friday, 28th September 2018 at Arihant Aura, B-Wing, Plot No. 13/1, TTC Industrial Area, Thane Belapur Road, Turbhe, Navi Mumbai - 400705.

Name of Member/ Proxy Holder (in BLOCK Letters)	
Signature of Member/ Proxy Holder	

PARTICULARS FOR VOTING THROUGH ELECTRONIC MEANS (REMOTE E-VOTING)

For Members opting to vote through electronic means, instead of voting at the Annual General Meeting, facility is available at the web link://www.evoting.nsdl.com. Particulars for electronic voting are as under:

EVEN	USER ID	PASSWORD
109769		

NOTES:

1. Please refer the instructions printed under the Notes (Note No. 22) of the Notice of the 35th Annual General Meeting.
2. The remote e-voting period starts from Tuesday, 25th September 2018 (9:00 a.m. IST) and end on Thursday 27th September, 2018 (5:00 p.m. IST).

Route Map to the Venue of the AGM

