

Ref: AL/SE/0615/01

Date: 18/06/2015

National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400051 Fax No. 2659 8237 / 38	Corporate Relationship Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, 2nd Floor, Dalal Street, Mumbai - 400 001 Fax No. 2272 3121/ 2037
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Re.: - Arshiya Limited – **NSE Scrip Name: ARSHIYA**
BSE Scrip Code: 506074

Sir,

Sub: Notice of 34th Annual General Meeting of the Company

This is to inform you that the 34th Annual General Meeting (AGM) of the members of Arshiya Limited is scheduled to be held on Friday, July 10, 2015 at 3:00 P. M. at Hall of Culture (Nehru Centre), Worli, Mumbai- 400 018. Copy of Notice of Annual General Meeting enclosed as Annexure-1.

This is for your information and record please.

Thanking you.

Yours faithfully
For Arshiya Limited



Ajay S Mittal
Chairman and Managing Director
DIN: 00226355



Arshiya Limited (Formerly Arshiya International Limited)
CIN: L27320MH1981PLC024747
Registered Office: Unit NO. A1, 4th Floor, Energy,
Appa Saheb Marathe Marg,
Prabhadevi, Mumbai- 400 025
T: +91 22 42305400/01 F: +91 22 4230 5476
info@arshiyalimited.com | www.arshiyalimited.com

ANNEXURE -1

**ARSHIYA LIMITED**

CIN: L27320MH1981PLC024747

Registered Off: Unit No. A1, 4th Floor, Cnergy, Appa Saheb Marathe Marg, Prabhadevi, Mumbai - 400025
Tel: +91 22 42305400/01 **Fax:** +91 22 4230 5555 **E-mail:** info@arshiyalimited.com **Website:** www.arshiyalimited.com

NOTICE

NOTICE IS HEREBY GIVEN THAT the 34th Annual General Meeting (AGM) of the members of Arshiya Limited is scheduled to be held on Friday, July 10, 2015 at 3:00 P. M. at Hall of Culture (Nehru Centre), Worli, Mumbai- 400 018 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and reports of the Board of Directors and of the Auditors thereon.
2. To appoint a Director in place of Mrs. Archana A Mittal (DIN:00703208), who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139(1), 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. M. A. Parikh & Co., Chartered Accountants (Firm Registration No. 107556W) as Statutory Auditors of the Company, approved in the 33rd Annual General Meeting until 35th Annual General Meeting, is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS:

4. **Ratification of Remuneration to Cost Auditor**

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Prashant Karlekar & Associates, Cost Accountants, (Firm Registration Number 16075), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, be paid a remuneration, for the Financial Year ending March 31, 2015, amounting to ₹40,000/- (Rupees Forty Thousand only) plus taxes as applicable and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

5. **Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), rules and regulations made thereunder, the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association, a copy of which is placed before the meeting and duly initialed by the Chairman for the purposes of identification and the said new Articles of Association be and is hereby approved and adopted in place of, in substitution and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Payment of remuneration to Major Suhas Thakar (Retd.) as Executive Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT further to the Ordinary Resolution passed by the Shareholders of the Company at their 32nd Annual General Meeting held on 7th August, 2013 according to their consent for appointment and remuneration of Major Suhas Thakar (Retd.) as per the provisions of Companies Act, 1956 as an Executive Director of the Company for a period of 3 (three) years from 01.06.2013 to 31.05.2016, and pursuant to the direction of Central Government vide its letter dated 11th February, 2015 the approval of the Company be and is hereby accorded to the payment of remuneration, as set out in the explanatory statement, as minimum remuneration to Major Suhas Thakar (Retd.) as Executive Director of the Company for his tenure, i.e. from 01.06.2013 till 31.05.2016 in accordance with the provisions of Sections 196, 197, 198, 203 and Section II of Part II of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and subject to Central Government approval and such modifications and conditions as may be prescribed .

FURTHER RESOLVED THAT for the purpose of giving effect to the above resolution the Board of Directors and/or the Remuneration Committee/the Company Secretary is/are authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable in this regard."

7. Waiver of recovery of excess managerial remuneration paid to Major Suhas Thakar, (Retd.) as Executive Director of the Company for the period from 01.06.2013 to 31.03.2014

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, subject to such other approvals, if any as may be required, approval of the Members be and is hereby accorded to the Board of Directors of the Company to ratify and confirm the waiver of the recovery of excess remuneration paid, over and above the limits prescribed under the provisions of Sections 198, 309 read together with Schedule XIII of the Companies Act, 1956 and within the limits as approved by the Shareholders in their 32nd Annual General Meeting held on 7th August, 2013, amounting to ₹ 35,52,500/- paid to Major Suhas Thakar, (Retd.) (DIN: 06599977), Executive Director, during the financial year ended 31st March, 2014.

RESOLVED FURTHER THAT subject to approval of the Central Government, the excess managerial remuneration of Rs. 35,52,500/- paid to Major Suhas Thakar, (Retd.) (DIN: 06599977), Executive Director during the period 01.06.2013 to 31.03.2014 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors/Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered to be necessary or desirable to give effect to this Resolution in this regard."

By Order of the Board of Directors of
Arshiya Limited

Registered Office:
Unit No. A1, 4th Floor, Chenergy,
Appa Saheb Marathe Marg, Prabhadevi, Mumbai – 400025

Ajay S Mittal
Chairman and Managing Director
DIN: 00226355

Date: 15th May, 2015
Place: Mumbai

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Explanatory Statement under Section 102 of the Companies Act, 2013, in respect of the Special Business at Item Nos. 4 and 7 of the accompanying Notice are annexed hereto.

4. A statement giving the details of the Director seeking re-appointment under item no. 2 of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith.
5. 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.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at Company's Registered Office on all working days (except 2nd and 4th Saturdays, Sundays and Public Holidays) between 11:00 a. m. to 1:00 p.m. upto the date of the Annual General Meeting.
7. The Register of Members and Share Transfer Books will remain closed from July 4, 2015 to July 9, 2015 (both days inclusive), for determining the names of members eligible for dividend on Equity shares, if declared at the Annual General Meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
9. Pursuant to the provisions of Section 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified), the Company has transferred on due dates, the unpaid and unclaimed dividend amount for the financial year ended March 31, 2007 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 10th September, 2014 (date of last Annual General Meeting) on the website of the Company (www.arshiyalimited.com) as also on the Ministry of Corporate Affairs Website.

The details of dividend declared are given below:

Date of Declaration	For FY.	Dividend Per share (₹)	Due Date of the proposed transfer to the IEPF
24.09.2008	2007-08	0.80	5 th November, 2015
29.09.2009	2008-09	0.80	10 th November, 2016
24.09.2010	2009-10	1.00	28 th October, 2017
20.09.2011	2010-11	1.20	1 st November, 2018
18.09.2012	2011-12	1.40	29 th October, 2019

10. 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, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund.
11. Electronic copy of the Annual Report for the year 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participant (s) and have given their consent to receive the same through electronic means. To members other than above, physical copies of the Annual Report are being sent by the permitted mode.
12. Electronic copy of the Notice of the 34th Annual General Meeting of the Company, inter-alia, indicating the process and manner for e-voting, along with the Attendance Slip and Proxy Form is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. Members other than above, physical copies of the Notice of the 34th Annual General Meeting, inter-alia, indicating the process and manner for e-voting, along with the Attendance Slip and Proxy Form is being sent by the permitted mode.
13. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for the year 2014-2015 will be available on the website of the Company www.arshiyalimited.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered office on all working days (except 2nd and 4th Saturdays, Sundays and Public Holidays) between 11:00 a. m. to 1:00 p.m.
14. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: grv.redressal@arshiyalimited.com

15. Members/Proxies should bring duly filled in Attendance Slip in the Form annexed hereto and tender the same at the entrance of the meeting hall.
16. Members are requested to bring their copy of the Annual Report at the meeting.
17. Representative of corporate members should send/carry a duly certified copy of the Board Resolution/Power of Attorney authorizing the attendance and voting at the meeting.
18. Members are requested to send their queries, if any, at least seven days in advance to the extent possible, so that the information could be made available at the meeting.
19. Members are requested to notify change, if any, in its/his/her address to the Registrar & Share Transfer Agents of the Company quoting their folio number or to their respective Depository Participant, as the case may be, regarding shares held in physical or electronic form.
20. Members are requested to send all the correspondence concerning registration of transfers, transmissions, subdivision, consolidation of share certificates or any other share related matters to M/s. Bigshare Services Private Ltd., Registrar & Share Transfer Agents, E/2 Ansa Industrial Estate, Saki Vihar Road, Andheri (East), Mumbai-400072.
21. Members desirous of making a nomination in respect of their shareholding in physical form under Section 72 of the Companies Act, 2013, are requested to send the same to the Company's Registrar & Share Transfer Agents in the prescribed form.
22. Non-resident Indian Members are requested to inform M/s Bigshare Services Private Ltd. the Company's Registrar & Share Transfer Agents immediately of the following:
 - a. The change in the residential status upon return to India for permanent settlement;
 - b. The particulars of the bank account maintained in India with complete name, branch, account type, account number IFSC code and address of the bank with pin code number.
23. The Company also request you to update your email address with your Depository Participant to enable us to send you the communications via email.
24. The businesses as set out in the Notice may be transacted through electronic voting system under Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014. The Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.
 - (I) The voting through electronic means will commence on Tuesday, 7th July, 2015 at 10:00 a.m. and will end on Thursday, 9th July, 2015 at 5:00 p.m. The Members will not be able to cast their vote electronically beyond the date and time mentioned above. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) i.e. July 3, 2015 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - (II) The Company has appointed Mr. Mohammad Aabid, Practising Company Secretary to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
 - (III) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - (IV) The facility for voting through Polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
 - (V) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
 - (VI) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.arshiyalimited.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Thirty Fourth AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

(VII) The procedure and instructions for the voting through electronic means is, as follows:

(a) In case of Shareholders' receiving e-mail from NSDL

- (i) Open e-mail and open PDF file viz; "Arshiya info e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Arshiya Limited
 - (viii) Now you are ready for e-Voting as Cast Vote page opens
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(s) who are authorized to vote, to the Scrutinizer through e-mail at arshiyainfoevoting@arshiyalimited.com with a copy marked to evoting@nsdl.co.in.
 - (xiii) 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 Downloads section of www.evoting.nsdl.com.
 - (xiv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - (xv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (b) In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
- (i) Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

ANNEXURE TO THE NOTICE OF THE 34TH ANNUAL GENERAL MEETING

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

For Item No. 4

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. Prashant Karlekar & Associates, Practicing Cost Accountants (Firm Registration No. 16075), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2015 at a remuneration of ₹ 40,000/- per annum plus applicable taxes and reimbursement of out of pocket expenses, subject to ratification by shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify/approve the remuneration payable to the Cost Auditors during the year 2014-15, as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution.

The Resolution is recommended for your approval.

For Item No. 5

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956. The references to specific Sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

With the enactment of the Companies Act, 2013, it is proposed to adopt the new Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder.

The draft Articles shall be open for inspection by the Members at the registered office of the Company on all working days (except 2nd and 4th Saturdays, Sundays and Public Holidays) between 11:00 a. m. to 1:00 p.m. upto the date of ensuing Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommend the Special Resolution set out at Item no. 5 of the Notice for approval by the Members.

For Item No. 6 and 7

The Members at their 32nd Annual General Meeting held on 7th August, 2013 had by way of Ordinary Resolution approved the appointment and following remuneration of Major Suhas Thakar, (Retd.) (DIN: 06599977), as Executive Director, of the Company for a period of 3 (three) years from 01.06.2013 to 31.05.2016.

1	Basic Pay	₹ 5,48,000/- per month
2	House Rent Allowance	50% of basic pay or provision of furnished accommodation
3	Provident Fund Contribution	As per rules of company. Presently employer's contribution is 12% maximum or ₹6,500/-.
4	Gratuity	As per rules of the Company. At present provision for gratuity is at the rate of 15 days' pay for every completed year of service as per Payment of Gratuity Act, 1972.
5	Telephone	Reimbursement of telephone Mobile/ internet/fax charges excepting personal long distance charges.
6	Annual Leave	One month leave with provision for encashment of un-utilized leave.
7	Travelling & Entertainment Expenses	Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the Rules of the Company.
8	Leave Travel	₹ 1,20,000/- p.a.
9	Vehicle	Provision of Company maintained car and chauffeur for official purpose.
10	Domiciliary Medical Expenses	Reimbursement upto a maximum of ₹15,000/- p.a.
11	Personal Accident	As per rules of the company.
12	Other benefits :- Performance Linked Incentives	Subject to a maximum of ₹35,00,000/-.
Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year, during the currency of his appointment, Major Suhas Thakar, (Retd.) Executive Director of the Company shall be paid the same salary, perquisites and allowances as minimum remuneration. The aggregate of reimbursement/expenses towards Leave Travel, Mediclaim Insurance, Domiciliary Medical, Personal Accident Insurance etc. shall not exceed 10% of the basic pay.		

Your Directors had also filed application for waiver of recovery of excess remuneration paid to Major Suhas Thakar, (Retd.) on 15th November 2014 for the aforesaid period but the Central Government directed vide its letter dated 11th February, 2015 to file approval of Members' by Special Resolution since the earlier approval from the Members of the Company was obtained by an Ordinary Resolution. Hence this Special Resolution is proposed by your Directors.

The Net Profit/(Loss) of the Company as calculated under Section 198 read with Section 349 of the Companies Act, 1956 for the financial year ended on 31/03/2014 was (₹2,83,22,80,709/-) (Rupees Two Hundred Eighty Three Crores Twenty Two Lacs