ARSHIYA LIMITED

(Formerly known as Arshiya International Limited)
Regd. Office: 402, Level 4, CeeJay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Mumbai - 400018. **CIN** L27320MH1981PLC024747, Website : www.arshiyalimited.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of the Members of Arshiya Limited will be held on **Thursday, May 29, 2014 at 3.30 p.m**. at **Hall of Culture, (Nehru Centre), Dr. Annie Besant Road, Worli, Mumbai – 400018** to transact the following business.

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill casual vacancy

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

"**RESOLVED THAT** pursuant to the provisions of Section 224(6) of Companies Act, 1956 and Section 139(8)(i), 139(11) of Companies Act, 2013 and other applicable provisions, if any, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. M. A. Parikh & Co., Chartered Accountants, Mumbai (Registration No. 107556W), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s.PKF Sridhar & Santhanam, Chartered Accountants, Mumbai.

"**RESOLVED FURTHER THAT** M/s. M. A. Parikh & Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the financial year ended March 31, 2014 on such remuneration as may be fixed by the Board of Directors in consultation with them."

By Order of the Board
For **Arshiya Limited**

Ajay S Mittal
Chairman & Managing Director

Place: Mumbai
Dated: April 28, 2014

NOTES:

1. **Appointment of Proxy: A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith the Notice.**

2. **Corporate Members**: Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.

3. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.

4. Explanatory Statement: An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of notice.

5. I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL):

   The instructions for e-voting are as under:

(i) It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link https://www.evoting.nsdl.com during the following voting period.:

Commencement of e-voting: From midnight at 12.00 a.m. of May 21, 2014
End of e-voting Upto midnight at 11.59 p.m. of May 23, 2014

(ii) e-voting shall not be allowed beyond midnight at 11.59 p.m. of May 23, 2014. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the record date may cast their vote electronically. The record date for the purpose of e-voting is April 25, 2014.

(iii) The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company/ their respective Depository Participants along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.

(iv) The Notice of the Extra-ordinary General Meeting (EGM) of the Company inter alia indicating the process and manner of e-voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. Initial password is provided as below /at the bottom of the Attendance Slip for the EGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

(v) NSDL shall also be sending the User-ID and Password; to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details as provided above.

(vi) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(vii) Click on Shareholder – Login

(viii) Put user ID and password as initial password noted in step (i) above. Click Login.

(ix) 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.

(x) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(xi) Select "EVEN" of Arshiya Limited

(xii) Now you are ready for e-voting as Cast Vote page opens

(xiii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(xiv) Upon confirmation, the message "Vote cast successfully" will be displayed

(xv) Once you have voted on the resolution, you will not be allowed to modify your vote

(xvi) 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(ies) who are authorized to vote, to the Scrutinizer through e-mail rmimani222@gmail.com or arshiyainfoevoting@arshiyalimited.com with a copy marked to evoting@nsdl.co.in.

6. 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.

7. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

8. 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).

9. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of April 25, 2014 and not casting their vote electronically, may only cast their vote at the Extra-ordinary General Meeting.

10. The Company has appointed Mr. Manoj Mimani, Practicing Company Secretary, as 'scrutinizer' (the"Scrutinizer"), for conducting the e-voting process for the Extraordinary General Meeting in a fair and transparent manner.

11. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-voting period unlock the votes in the presence of atleast two(2) 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.

12. The Results shall be declared on or after the Extra-ordinary General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.arshiyalimited.com and on the website of NSDL within two(2) days of passing of the resolutions at the Extra-ordinary General Meeting of the Company on 29th May, 2014 and communicated to the National Stock Exchange of India Ltd. and BSE Limited.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 5.00 p.m. up to the date of declaration of the result of the Extra-ordinary General Meeting of the Company.

EXPLANATORY STATEMENT

Explanatory Statement under Section 102 of the Companies Act, 2013

The Company had appointed M/s PKF Sridhar & Santhanam, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company at the Thirty Second Annual General Meeting (AGM) held on 7th August, 2013 to hold office till the conclusion of the next AGM.

M/ s PKF Sridhar & Santanam, Chartered Accountants, Mumbai have tendered their resignation effective April 28, 2014, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 224(6) of the Companies Act, 1956 & 139(8)(in) of the Companies Act, 2013 ("Act"). Since, a casual vacancy, in terms of section 224(6) of the Companies Act, 1956 / Section 139(8)(in) of the Act, caused by the resignation of auditors can only be filled up by the Company in general meeting, as per recommendation of the Audit committee, the Board proposes that M/s. M. A. Parikh & Co., Chartered Accountants, Mumbai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. PKF Sridhar & Santanam, Chartered Accountants, in the Extra-ordinary General Meeting to be held on Thursday May 29, 2014 at Hall of Culture (Nehru Centre), Dr. Annie Besant Road, Worli, Mumbai - 400018.

M/s. M. A. Parikh & Co, Chartered Accountants, Mumbai, who are also the Statutory Auditors of all the Indian Subsidiary Companies of Arshiya Limited, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under section 139(1) of the Act.

Accordingly, Board recommends the resolution for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By Order of the Board
For **Arshiya Limited**

Ajay S. Mittal
Chairman & Managing Director

Place: Mumbai
Dated: April 28, 2014

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ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio No.**……..…….. DP ID…….....

No. of Shares held ……..…….. Client ID …….....…….....

Name(s) and address of the shareholder in full …….....…….....

.....…….....……

I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held on **Thursday,**

May 29, 2014 at 3.30 p.m., at Hall of Culture, (Nehru Centre), Dr. Annie Besant Road, Worli, Mumbai – 400018.

MEMBER /PROXY

_____
Signature of Shareholder /Proxy

**Applicable for investor holding shares in physical form

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PROXY FORM

Regd. Folio No.**……..…….....…….... DP ID.....……..……..……...…….....

No. of Shares held ……..…….....…….... Client ID ..……..……...…….....

Signed this ……..…….... Day of ….....……...…….....…….... 2014

I/We (Name(s) and address of the shareholder in full) …….....….....

……..…….…… being a shareholder of Arshiya Limited, hereby appoint …….....…… of …….....…. in the district of …… as my/our Proxy to attend and vote for me/us on my/our behalf at the Extra - Ordinary General Meeting of the Company scheduled to be held on **Thursday, May 29, 2014 at 3.30 p.m.** or /and at any adjournment thereof.

Please affix Revenue Stamp

Signature of Proxy
Place:
Dated:

Signature of Shareholder

**Applicable for investor holding shares in physical form.