Arshiya

Ref: AL/SE/0716/06

July 30, 2016

National Stock Exchange of India Limited
Exchange Plaza, 5th 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

Re.: - Arshiya Limited – **NSE Scrip Name: ARSHIYA**
BSE Scrip Code: 506074

Kind attention: Compliance Department.

Sub: Update on & Proceedings at the Annual General Meeting & E – Voting Results

Dear Sir,

In continuation to our letter dated July 29, 2016, 35th Annual General Meeting ('AGM') of the Company was held today and the business mentioned in the Notice dated May 25, 2016 were transacted.
In this regard, Please find enclosed the following-

1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I
2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II.
3) Report of Scrutinizer dated July 30, 2016 Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.
4) Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

The proceedings of the 35th Annual General Meeting ('AGM') are also available on the company's website www.arshiyalimited.com
This is for your information and records.
Thanking You
Yours Sincerely,

For Arshiya Limited

ARSHIYA LIMITED MUMBAI

Savita Dalal
Company Secretary & Compliance officer

Arshiya

Annexure – I
Summary of proceedings of the 35th Annual General Meeting

The 35th Annual General Meeting (AGM) of the Members of Arshiya Limited ('the Company') was held on Friday, July 29, 2016 at 10.30 P.M (IST) at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018 Mr. Ajay S Mittal, being the Chairman & Managing Director chaired the meeting. He then introduced the members of the Board. Requisite quorum being present, the Chairman called the meeting to order. The Chairman delivered his speech followed by Ms. Savita Dalal, Company Secretary & Compliance officer reading auditor's report.
The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end the meeting.
The following items of business, as per the Notice of AGM dated May 25, 2016, were transacted at the meeting & that all the resolutions as stated in the notice of the AGM and summarized as under, were duly approved by the members at the AGM

1. Adoption of Annual Accounts of the Company as on March 31, 2016

2. Re-appointment of Mr. Ajay S Mittal (DIN: 00226355) who retires by rotation

3. Re-appointment of M/s. M. A Parikh & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration

4. Ratification of Remuneration to Cost Auditor

5. Approval for material Related Party Transaction(s)

6. Approval for entering into Related Party Transaction(s)

Brief clarifications were provided by the Board to the queries raised by the members.
The Board of Directors had appointed M/s Aabid & Co. as the Scrutinizer to supervise the e – voting and ballot voting process. The Chairman authorized the Company secretary to declare the results of voting.
The scrutinizers report was received and accordingly all the resolutions as set out in the notice were declared as passed.
The Chairman concluded the meeting with a vote of thanks to all the members present at the AGM
This is for your information and records.

Thanking you,
Yours Sincerely,

For Arshiya Limited

ARSHIYA LIMITED MUMBAI

Savita Dalal
Company Secretary & Compliance officer

ANNEXURE II

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and reports of the Board of Directors and of the Auditors thereon.**
Nature of Resolution: Ordinary
Mode of Voting: E-Voting and Poll.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	117120225	117120225	100.00	117120225	0	100.00	0
Public – Institutional holders	1776310	0	0	0	0	0	0
Public-Others	37282937	54625	0.15	54450	175	99.68	0.32
Total	156179472	117174850	75.03	117174675	175	99.99	0.01

Resolution with % of Majority over the votes cast: 99.99%
Result: Passed.

2. **To appoint a Director in place of Mr. Ajay S Mittal (DIN 00226355), who retires by rotation and being eligible offers himself for Re-appointment**
Nature of Resolution: Ordinary
Mode of Voting: E-Voting and Poll.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	117120225	117120225	100.00	117120225	0	100.00	0
Public – Institutional holders	1776310	0	0.00	0	0	0	0
Public-Others	37282937	54525	0.15	54119	406	99.26	0.74
Total	156179472	117174750	100.15	117174344	406	99.99	0.01

Resolution with % of Majority over the votes cast: 99.99%
Result: Passed.

ARSHIYA LIMITED MUMBAI

3. **Ratification of appointment of M. A. Parikh and Co. Chartered Accountants as Statutory Auditors:-**
Nature of Resolution: Ordinary
Mode of Voting: E-Voting and Poll.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	117120225	117120225	100.00	117120225	0	100.00	0.00
Public – Institutional holders	1776310	0	0	0	0	0	0
Public-Others	37282937	54525	0.15	53950	575	98.95	1.05
Total	156179472	117174750	100.15	117174175	575	99.99	0.01

Resolution with % of Majority over the votes cast: 99.99%
Result: Passed.

4. **Ratification of Remuneration to Cost Auditor:-**
Nature of Resolution: Ordinary

Mode of Voting : E-Voting and Poll.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	117120225	117120225	100	117120225	0	100.00	0.00
Public – Institutional holders	1776310	0	0	0	0	0	0
Public-Others	37282937	54525	0.15	54125	400	99.27	0.73
Total	156179472	117174750	100	117174350	400	99.99	0.01

Resolution with % of Majority over the votes cast: 99.99%
Result: Passed.

ARSHIYA LIMITED MUMBAI

5. **Approval for Material Related party transactions:-**
Nature of Resolution: Ordinary
Mode of Voting : E-Voting and Poll.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	117120225	117120225	100	117120225	0	100.00	0.00
Public – Institutional holders	1776310	0	0	0	0	0	0
Public-Others	37282937	54212	0.15	53631	581	98.93	1.07
Total	156179472	117174437	100	117173856	581	99.99	0.01

Resolution with % of Majority over the votes cast: 99.99%
Result: Passed.

6. **Approval for entering into related party transactions:-**
Nature of Resolution: Ordinary
Mode of Voting: E-Voting and Poll.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	117120225	117120225	100	117120225	0	100.00	0.00
Public – Institutional holders	1776310	0	0	00	0	0	0
Public-Others	37282937	54523	0.15	53942	581	98.93	1.07
Total	156179472	117174748	100	117174167	581	99.99	0.01

Resolution with % of Majority over the votes cast: 99.99%
Result: Passed.

ARSHIYA LIMITED MUMBAI

AABID & CO.
COMPANY SECRETARIES

REPORT OF SCRUTINIZER

(Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management & Administration) Rules 2014 as amended by Companies (Management &Administration) Rules 2015.

Date: 30/07/2016

To,
The Chairman,
ARSHIYA LIMITED
302, Ceejay House, Level-3,
Shiv Sagar Estate, F-Block,
Dr. Annie Besant Road, Worli,
Mumbai -400018.

Dear Sir,

Sub: Scrutinizer Report of E-Voting/Physical Ballot Voting at Annual General Meeting of the Company - Combined.

I, Mohammed Aabid, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of ARSHIYA LIMITED for the purpose of scrutinizing the process of voting through remote e-voting and use of ballot at the 35th Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 as amended by the Companies (Management & Administration) Rules, 2015 in respect of the below mentioned resolutions proposed through notice dated 25th May, 2016 at the 35th Annual General Meeting of the Company held on 29th July, 2016 at 10.30 a.m. at Hall of culture (Nehru Center) Worli, Mumbai - 400018.

The Notice of the 35th Annual General Meeting for passing the ordinary business alongwith Statement setting out material facts under Section 102 of the Act in respect of resolutions proposed through special business to be passed by the shareholders of the Company through e-voting and poll process were sent to the shareholders on 25thMay, 2016.

Mumbai Office:
12, 4th Floor, Sai Sadan, 68, Janmabhoomi Marg, Fort, Mumbai - 400 001
T : +91 22 40025484 / 22828661 M : +91 98921 58830
E : aabid@aacs.in I W : www.aacs.in

Mumbai Suburban Office:
4, Jainika Apartment, Opp Malcolm Baug, Next to Dena Bank,
S. V. Road, Jogeshwari (West), Mumbai - 400 102
T : +91 22 26793092 / +91 98336 48830 I E : jog@aacs.in

The Company has availed the e-voting facility offered by National Securities Depository Limited (NDSL) for conducting remote e-voting by the shareholders of the Company. The Company has also provided voting through poll in respect of shareholders who availed the facility for voting at the 35th Annual General Meeting of the Company.

The shareholders of the Company holding shares either in physical or dematerialized form as on the cutoff date i.e. 22nd July, 2016 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 6 in the Notice of 35th AGM of ARSHIYA LIMITED.

The voting period for remote e-voting commenced on Tuesday 26th July, 2016 at 10:00 a.m. and ended on Thursday 28th July, 2016 at 5:00 p.m. and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then blocked in the presence of two witnesses who were not in the employment of the company. Votes cast through physical ballot forms received on 29th July, 2016 were considered.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms respectively.

I now submit my consolidated report on the results of e-voting and poll conducted in relation to the Resolutions considered at the 35thAGM held on 29thJuly, 2016 at Mumbai.

ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and reports of the Board of Directors and of the Auditors thereon

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode.	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	27	88920907	75.88
Physical	24	28253768	24.11
Total	**51**	**117174675**	**99.99**



(ii) Voted against the resolution:

	Number of members voted through electronic votingsystem and physical mode.	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	1	175	0.01
Physical	-	-	-
Total	1	175	0.01

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	-	-
Physical	9	11
Total	9	11

Item No. 2: Ordinary Resolution

To appoint a Director in place of Mr.Ajay S Mittal (DIN 00226355), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

	Number of members voted throughelectronic votingsystem and physicalmode.	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	24	88920576	75.88
Physical	24	28253768	24.11
Total	48	117174344	99.99

(ii) Voted against the resolution:

	Number of members voted through electronic votingsystem and physical mode.	Number of Votes cast(Shares)	% of total number of valid votes cast
E voting	3	406	0.01



Physical	-	-	-
Total	**3**	**406**	**0.01**

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	**Total number of Votes cast(Shares)**
E-voting	-	-
Physical	9	11
Total	**9**	**11**

SPECIAL BUSINESS

Item No. 3: Ordinary Resolution

To ratify the appointment of M/s. M.A. Parikh & Co. Chartered Accountants (Firm Registration No. 107556W) as Statutory Auditors of the Company to hold office till the conclusion of next Annual general Meeting to be held in 2017, with remuneration as may be decided by the Board of Directors.

(i) Voted in favour of the resolution:

	Number of members voted throughelectronic votingsystem and physicalmode.	**Number of Votes cast(Shares)**	**% of total number of valid votes cast**
E-voting	24	88920407	75.88
Physical	24	28253768	24.11
Total	**48**	**117174175**	**99.99**

(ii) Voted against the resolution:

	Number of members voted through electronic votingsystem and physical mode.	**Number of Votes cast(Shares)**	**% of total number of valid votes cast**
E-voting	3	575	0.01
Physical	-	-	-
Total	**3**	**575**	**0.01**

(III) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	-	-
Physical	9	11
Total	**9**	**11**

Item No. 4: Ordinary Resolution:

Ratification of remuneration to Cost Auditor of the Company

(i) Voted in favour of the resolution:

	Number of members voted throughelectronic votingsystem and physicalmode.	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	25	88920582	75.88
Physical	24	28253768	24.11
Total	**49**	**117174350**	**99.99**

(ii) Voted against the resolution:

	Number of members voted through electronic votingsystem and physical mode.	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	2	400	0.01
Physical	-	-	-
Total	**2**	**400**	**0.01**

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	-	-
Physical	9	11
Total	**9**	**11**



Item No. 5: Ordinary Resolution

Approval for Material Related party transaction(s)

(i) Voted in favour of the resolution:

	Number of members voted throughelectronic votingsystem and physicalmode.	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	22	88920088	75.88
Physical	24	28253768	24.11
Total	**46**	117173856	99.99

(ii) Voted against the resolution:

	Number of members voted through electronic votingsystem and physical mode.	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	4	581	0.01
Physical	-	-	-
Total	**4**	581	0.01

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	-	-
Physical	9	11
Total	**9**	**11**

AABID & CO. FCS No. 6576 MUMBAI COMPANY SECRETARIES

Item No. 6: Ordinary Resolution

Approval for entering into related party transaction(s)

(i) Voted in favour of the resolution:

	Number of members voted throughelectronic votingsystem and physicalmode.	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	23	88920399	75.88
Physical	24	28253768	24.11
Total	**47**	**117174167**	**99.99**

(ii) Voted against the resolution:

	Number of members voted through electronic votingsystem and physical mode.	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	4	581	0.01
Physical	-	-	-
Total	**4**	**581**	**0.01**

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	-	-
Physical	9	11
Total	**9**	**11**

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

Thanking You
Yours Faithfully,

Place: Mumbai
Date: 30/07/2016
C. P. No.: 6625
F.C.S No.: 6579



For AABID & Co.

MOHAMMED AABID
(Partner)

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and reports of the Board of Directors and of the Auditors thereon.**
   Nature of Resolution: Ordinary
   Mode of Voting: E-Voting and Poll.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	117120225	117120225	100.00	117120225	0	100.00	0
Public – Institutional holders	1776310	0	0	0	0	0	0
Public-Others	37282937	54625	0.15	54450	175	99.68	0.32
Total	156179472	117174850	75.03	117174675	175	99.99	0.01

Resolution with % of Majority over the votes cast: 99.99%
Result: Passed.

2. **To appoint a Director in place of Mr. Ajay S Mittal (DIN 00226355), who retires by rotation and being eligible offers himself for Re-appointment**
   Nature of Resolution: Ordinary
   Mode of Voting: E-Voting and Poll.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	117120225	117120225	100.00	117120225	0	100.00	0
Public – Institutional holders	1776310	0	0.00	0	0	0	0
Public-Others	37282937	54525	0.15	54119	406	99.26	0.74
Total	156179472	117174750	100.15	117174344	406	99.99	0.01

Resolution with % of Majority over the votes cast: 99.99%
Result: Passed.

AABID & CO. FCS No. 8579 MUMBAI COMPANY SECRETARIES

3. **Ratification of appointment of M. A. Parikh and Co. Chartered Accountants as Statutory Auditors:-**
Nature of Resolution: Ordinary
Mode of Voting: E-Voting and Poll.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	117120225	117120225	100.00	117120225	0	100.00	0.00
Public – Institutional holders	1776310	0	0	0	0	0	0
Public-Others	37282937	54525	0.15	53950	575	98.95	1.05
Total	156179472	117174750	100.15	117174175	575	99.99	0.01

Resolution with % of Majority over the votes cast: 99.99%
Result: Passed.

4. **Ratification of Remuneration to Cost Auditor:-**
Nature of Resolution: Ordinary

Mode of Voting : E-Voting and Poll.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	117120225	117120225	100	117120225	0	100.00	0.00
Public – Institutional holders	1776310	0	0	0	0	0	0
Public-Others	37282937	54525	0.15	54125	400	99.27	0.73
Total	156179472	117174750	100	117174350	400	99.99	0.01

Resolution with % of Majority over the votes cast: 99.99%
Result: Passed.



5. **Approval for Material Related party transactions:-**
Nature of Resolution: Ordinary
Mode of Voting : E-Voting and Poll.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	117120225	117120225	100	117120225	0	100.00	0.00
Public – Institutional holders	1776310	0	0	0	0	0	0
Public-Others	37282937	54212	0.15	53631	581	98.93	1.07
Total	156179472	117174437	100	117173856	581	99.99	0.01

Resolution with % of Majority over the votes cast: 99.99%
Result: Passed.

6. **Approval for entering into related party transactions:-**
Nature of Resolution: Ordinary
Mode of Voting: E-Voting and Poll.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	117120225	117120225	100	117120225	0	100.00	0.00
Public – Institutional holders	1776310	0	0	00	0	0	0
Public-Others	37282937	54523	0.15	53942	581	98.93	1.07
Total	156179472	117174748	100	117174167	581	99.99	0.01

Resolution with % of Majority over the votes cast: 99.99%
Result: Passed.

AABID & CO. FCS No. 6579 MUMBAI COMPANY SECRETARIES