

ARSHIYA LIMITED

CIN - L27320MH1981PLC024747

Regd. Office: 302, Level 3, Ceejay House, Shiv Sagar Estate Block, Dr. Annie Besant Road,
Worli, Mumbai - 400018 T: +91 22 42305500/01 F: +91 22 4230 5555
E-mail : info@arshiyalimited.com | www.arshiyalimited.com



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To,

The Members,

NOTICE is hereby given pursuant the provisions of Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of Companies (Management and Administration) Rules 2014, including any statutory modification or re- enactment thereof for the time being in force, to the shareholders of **Arshiya Limited** that it is proposed to transact the following special business by the shareholders of the Company by passing resolution through Postal Ballot or E-Voting:

ITEM NO. 1

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provision of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made thereunder, including any statutory modification (s) or re-enactment thereof, for the time being in force and subject to such approval(s) as may be necessary from competent authorities, existing Clause 1 and sub- clause 1(a) under Part A of the Objects Clause of the Memorandum of Association of the Company be read as 1.1 and 1.2 respectively.

RESOLVED FURTHER THAT pursuant to the provision of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made thereunder, including any statutory modification (s) or re-enactment thereof, for the time being in force and subject to such approval(s) as may be necessary from competent authorities, Clause 1.3, Clause 1.4, and Clause 1.5 be and are hereby inserted under Part A of the Object Clause of the Memorandum of Association of the Company after Clause 1.2:

Clause 1.3 :To carry on the business of developing, operating and maintaining special economic zones (SEZs)/free trade and warehouse zones (FTWZs), inland container depots (ICDs), industrial parks, logistic parks, warehouses, infrastructure or infrastructure projects; and to act as contractors, builders, town planners, estate developers, engineers, land developers, land consolidators, land scapers, estate agents, immovable property dealers and other allied and/or ancillary activities; and to acquire, build, operate, buy, sell, lease, sub-lease, long lease, leave and license basis, consolidate, exchange, hire or otherwise; lands, buildings, immovable property of any tenure or any interest in the same, SEZs, FTWZs, ICD, warehouses, houses, flats, bungalows, commercial complexes, shopping malls, multiplexes, food courts and other ancillary and/or allied activities, on the land of the company or other land or any immovable property whether belonging to the company or not; and to pull down, rebuild, enlarge, alter any other conveniences and to deal with and improve, in India or abroad either by company or with joint venture or in partnership or on sub-contract basis or otherwise.

Clause 1.4:To carry on the business of any type of transport/ logistic services including but not limited to setting up of rail infrastructure / network within India and abroad including buy, construct, sale ,operates including movement of containers / goods trains using any rail network; and also to acquire, procure, obtain, trade, lease/license or otherwise: container trains, rakes, wagons, boggies; and to create, develop, sale, Purchase, trade or obtain on lease/license basis railway sidings, rail yards, warehouses required for the business of the company and all allied and ancillary services / products related to that.

Clause 1.5:To carry on the business developing and maintaining container freight stations, warehousing infrastructure and services, facilities for customs examination or any other regulator/ regulatory authority or department, EDI, empty container yard for storage of shipping containers and other containers or materials; and to carry out repairs and refurbishment of containers, truck, cargo and material handling equipment; and to provide transportation, warehousing, IT & IT infrastructure and services, cold storage and other allied activities; and to provide services of distribution, reverse logistics, forward logistics, supply chain management, value added services, repair and maintenance, manufacture, transportation, consultancy services; and also to provide system/ software solutions, data analytics, acquire, take on lease, hire or otherwise, distribution centres, trucks and material handling equipment as may be necessary to carry on the aforesaid business in India or abroad.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolutions."

Registered Office:
302, Level -3, Ceejay House,
F- Block, Shiv Sagar Estate,
Dr. Annie Besant Road, Worli, Mumbai - 400018

By order of the Board
For ARSHIYA LIMITED

Date: October 1, 2016
Place: Mumbai

Sd/-
Savita Dalal
Company Secretary

Notes:

1. The explanatory statement and reasons for the proposed resolutions as required under Section 102 of the Companies Act, 2013, is annexed to this notice.
2. The Company has appointed Mr. Mohammed Aabid (FCS No. 6579), Practicing Company Secretary to act as the Scrutinizer for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, 30th September, 2016.
4. In compliance with provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

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

Please read the instructions printed below before exercising your vote.

These details and instructions form an integral part of the Postal ballot notice.

Steps for Remote e-voting:

- i. Open the internet browser and type the following URL : <https://www.evoting.nsdl.com>
 - ii. Click on Shareholder Login
 - iii. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
 - iv. If you are logging for the first time, please enter the User ID and Password provided in this document.
 - 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 Evoting 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 resolutions, you will not be allowed to modify your vote.
 - xii. For the votes to be considered valid, the 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 at aabidcs@gmail.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. 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).
- 5. Instruction for voting through postal ballot:**
- i. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the enclosed self-addressed envelope. Postages will be borne and paid by the company. However, envelope containing postal

- ii. ballot if sent by courier at the expense of the registered shareholder will also be accepted. The self-addressed envelope bears the address of the Registrar and transfer agent of the company, Big Share Services Private Limited; Registered Address: E2,3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai – 400072.
- iii. This form should be completed and signed by the shareholder. (as per the specimen signature registered with the company or furnished to National Security Depository Limited or Central Depository Services (India) Limited in respect of shares held in physical form or dematerialised form respectively). In case of joint holding, this form should be completed and signed by the first named share holder and in his absence, by the next named share holder.
- iv. Incomplete and /or unsigned Postal Ballot Form will be rejected.
- v. Duly completed postal ballot form should reach the address of the Registrar and Transfer Agent not later than the close of working hours on 4th November, 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
- vi. In case of shares held by companies/trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/Authority for the purpose.
- vii. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the cut-off date i.e. Friday, 30th September, 2016.
- viii. Exercise of vote by postal ballot through proxy is not permitted. Members are requested to carefully read the instructions printed and tick (✓) mark should be placed in the relevant box signifying assent (FOR) /dissent (AGAINST) for the resolution, as the case may be before mailing the postal ballot form.
- ix. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. Postal Ballot forms bearing tick marks in both the columns will render the postal ballot form invalid.
- x. The members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the scrutinizer and any extraneous paper found in the envelope would be destroyed by the scrutinizer.
- xi. The scrutinizer's decision on the validity of postal ballot shall be final.

6. General Instructions:

- i. The remote e-voting period commences at 9.30 A.M. on Thursday, 6th October, 2016 and ends at 5.00 P.M on Friday, 4th November, 2016. During this period, the shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 30th September, 2016, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. 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.
- iii. Mr. Mohammed Aabid, Practicing Company Secretaries (FCS 6579) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- iv. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 30th September, 2016.
- v. The results of the voting by postal ballot shall be announced on Monday, 7th November, 2016 at the Registered Office of the Company and the same along with the Scrutinizer's Report shall be placed on the Company's website: <http://www.arshiyalimited.com/postal-ballot.html> and on the website of NSDL within two days of the declaration of result and the same will be communicated to National Stock Exchange of India Limited and BSE Ltd.
- vi. Kindly note that the shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then do not vote by Physical Ballot or vice versa. However, in case shareholders cast their vote by Physical Ballot and e-voting both, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

Alteration of the Objects Clause of the Memorandum of Association of the Company

The existing Object Clauses in the Memorandum of Association ("MOA") of the Company were having two main objects and were numbered as "1" and Sub- clause "1(a)". Now the Company has decided to adopt/ insert few more new objects as the main objects which are not inter related to each other. For the sake of clarity in the Object Clauses it is proposed to renumber the existing clauses as 1.1 and 1.2.

Your Company intends to expand and diversify its present scope of operations and it is proposed to venture into new activities (**as mentioned in resolution stated at item No. 1 of the Notice**) which have good potential with respect to the future prospects of the Company. The proposed alteration to the main objects of the memorandum of association shall enable the Company to expand its activities and venture into new areas of business. This will enable the Company to carry on business economically and advantageously combined with the present activities of the Company.

The alteration of MOA requires the approval of the shareholders by means of a Special Resolution pursuant to Section 13 of the Act. Further, in terms of the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules 2014, the approval of the shareholders shall be taken through Postal Ballot in case of alteration of the main objects of MOA of the Company. Hence the approval of the shareholders is being sought through Postal Ballot.

The Board of Directors in its meeting held on October 1, 2016 has accorded its approval for alteration of MOA. Your Directors recommend the same for approval of the shareholders to be passed as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution.

Copy of the Memorandum and Articles of Association of the Company is available for inspection to any member at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on all days (excluding 2nd & 4th Saturday and holidays) and is also placed on the website of the Company i.e. www.arshiyalimited.com.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

Registered Office:

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

Date: October 1, 2016
Place: Mumbai

By order of the Board
For ARSHIYA LIMITED

Sd/-
Savita Dalal
Company Secretary

ARSHIYA LIMITED

CIN - L27320MH1981PLC024747

Regd. Office: 302, Level 3, Ceejay House, Shiv Sagar Estate Block, Dr. Annie Besant Road,
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E-mail : info@arshiyalimited.com | www.arshiyalimited.com



POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

(1) Name & Registered
Address of the sole/first
named shareholder:

(2) Name(s) of the
joint holder(s)
(if any):

(3) Registered Folio No. /
Client ID/DP ID No.*:
*(Applicable to investors
holding shares in
dematerialised form)

(4) Number of Shares held:
(* Applicable to investors holding shares in dematerialized form)

I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares held	I/We assent to the Resolution (For)	I/We dissent from the Resolution (Against)
1.	Alteration of the Object Clause of the Memorandum of Association of the Company			

Place :

Date :

(Signature of Member)

ELECTRONIC VOTING PARTICULARS

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

The E-voting Facility shall be available during the following voting period:

Commencement of e-voting	End of e-voting
6 th October, 2016	4 th November, 2016

Notes:

1. Please refer to the instruction for e-voting provided in the notice for postal ballot sent herewith.

The last date for the receipt of form by the scrutinizer is 4th November, 2016 up to 5:30p.m. IST.

P.T.O.

1. Instruction for e voting:

In compliance with provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company.

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2. Steps for Remote e-voting:

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- iv. If you are logging for the first time, please enter the User ID and Password provided in this document.
- 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 Evoting 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 resolutions, you will not be allowed to modify your vote.
- xii. For the votes to be considered valid, the 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 at aabidcs@gmail.com with a copy marked to evoting@nsdl.com
- 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. 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).

2. Instruction for voting through postal ballot:

- i. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the enclosed self-addressed envelope. Postages will be borne and paid by the company. However, envelope containing postal ballot if sent by courier at the expense of the registered shareholder will also be accepted.
- ii. The self-addressed envelope bears the address of the Registrar and transfer agent of the company, Big Share Services Private Limited; Registered Address: E2,3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai – 400072.
- iii. This form should be completed and signed by the shareholder. (as per the specimen signature registered with the company or furnished to National Security Depository Limited or Central Depository Services (India) Limited in respect of shares held in physical form or dematerialised form respectively). In case of joint holding, this form should be completed and signed by the first named share holder and in his absence, by the next named share holder.
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