

## NOTICE TO THE SHAREHOLDER'S

**NOTICE** is hereby given that the Thirty Third Annual General Meeting of Arihant Superstructures Limited ('the Company') will be held at Hotel, The Regenza by Tunga, Plot No. 37, Sector 30A, Vashi, Navi Mumbai – 400 703 on Tuesday, 20<sup>th</sup> September, 2016 at 11:00 a.m. to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item No. 1: Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2016, and the Reports of Directors ("the Board") and Auditors thereon.

#### **Item No. 2: Declaration of Dividend:**

To declare a Final Dividend of ₹ 0.90/- per Equity Share for the Financial Year ended 31<sup>st</sup> March, 2016.

#### **Item No. 3: Retirement by Rotation:**

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 152 and any other applicable provisions of the Companies Act, 2013, Mr. Dinkar Samant (DIN: 00023459) Whole time Executive Director of the Company who is liable to retire by rotation and does not offer himself for re-appointment and retires as a Director of the Company by stating his unwillingness to be re-appointed at this Annual General meeting.

**"RESOLVED FURTHER THAT**, the vacancy caused on account of retirement be not filled up at this Annual General Meeting."

#### **Item No. 4: Ratification of Appointment of Auditors :**

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 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Kailash Chand Jain & Co, Chartered Accountants, Mumbai (Firm Registration No. 112318W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Forth AGM of the Company to be held in the Year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### **SPECIAL BUSINESS:**

#### **Item No. 5: To fix the Remuneration of Mr. Nimish Shah (DIN: 03036904), Whole-time Executive Director of the Company:**

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

**"RESOLVED THAT**, pursuant to the provisions of sections 196 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, and pursuant to the approval of the Nomination and Remuneration Committee and the Audit Committee, the approval of the Company be accorded for the increase in the remuneration of Mr. Nimish Shah (DIN: 03036904), Whole-time Executive Director of the Company from ₹ 38,70,000/- (Rupees Thirty Eight Lacs Seventy Thousand) per annum to ₹ 42,60,000/- (Rupees Forty Two Lacs Sixty Thousand ) per annum for a period of one Year with effect from 13<sup>th</sup> April, 2016, with other terms and conditions remaining unchanged as per the agreement entered into between him and the Company and with the power to the Board of Directors to alter and modify the same, in consonance with the provisions of the Act.

**FURTHER RESOLVED THAT**, the approval of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to revise the basic salary payable to Mr. Nimish Shah, Whole-time Executive Director (hereinafter referred to as "the appointee") within the above mentioned scale of salary.

**FURTHER RESOLVED THAT**, the remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) shall not exceed the limits laid down in section 197 and 198 of the Act read with Schedule V to the Act, including any statutory modification(s) or re-enactment thereof.

**FURTHER RESOLVED THAT**, subject to the provisions of the Companies Act, 2013, in the event of loss or inadequacy of profits, the remuneration payable to Mr. Nimish Shah will be as per the applicable Schedule V of the Companies Act, 2013.

**FURTHER RESOLVED THAT**, for the purpose of giving effect to this Resolution, the Board be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**Item No. 6: To take the Approval of Shareholders for Material Related Party Transactions:**

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

**"RESOLVED THAT**, pursuant to the Regulation 2(zc) and 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, {including any statutory modification(s) or re-enactment(s) thereof and any rules thereunder for the time being in force}, and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary, consent of the shareholders of the Company be and is hereby accorded to Board of Directors of the Company for the material related party transactions as entered by the Company during the Financial Year 2015-16 and transaction proposed to be entered in the Financial Year 2016-17 as per details as set out under item no. 6 of the Explanatory Statement annexed to this Notice with related parties as defined under various provisions of Companies Act, 2013 from the date of this Annual General Meeting till the conclusion of next Annual General Meeting.

**FURTHER RESOLVED THAT**, subject to prior approval of Audit Committee of the Company for the related party transaction/ material related party transactions, the Board of Directors of the Company be and are hereby authorized to finalize the terms and to execute agreements, deeds or writings required to be executed in relation to the proposed related party transactions and to do all acts, things and deeds as may be deemed necessary to give effect to this resolution."

**Item No. 7: To approve the remuneration paid/payable to Mr. Dinkar Samant (DIN:00023459), Whole-time Executive Director of the Company from 1<sup>st</sup> April, 2016 till 20<sup>th</sup> September, 2016:**

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

**"RESOLVED THAT**, pursuant to the provisions of Section 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, and pursuant to the approval of the Nomination and Remuneration Committee and the Audit Committee, the consent of the Members be and is hereby accorded for the remuneration of paid/payable to Mr. Dinkar Samant (DIN: 00023459) from 1<sup>st</sup> April, 2016 till 20<sup>th</sup> September, 2016.

**FURTHER RESOLVED THAT**, for the purpose of giving effect to this Resolution, the Board be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**Item No. 8: To approve the remuneration paid to Mr. Rajesh Agarwal (DIN: 07327161), Additional Whole-time Executive Director of the Company from 01<sup>st</sup> November, 2015 till 24<sup>th</sup> July, 2016**

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

“**RESOLVED THAT**, pursuant to the provisions of Section 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, and pursuant to the approval of the Nomination and Remuneration Committee and the Audit Committee, the consent of the Members be and is hereby accorded for the remuneration paid to Mr. Rajesh Agarwal (DIN: 07327161) from 01<sup>st</sup> November, 2015 till 24<sup>th</sup> July, 2016.

**FURTHER RESOLVED THAT**, for the purpose of giving effect to this Resolution, the Board be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**By Order of the Board of Directors  
Arihant Superstructures Ltd.**

**Ashok Chhajer  
Chairman & Managing Director  
DIN: 0196509**

**Navi Mumbai, August 3, 2016**

**Registered Office:**

302, Persipolis Building,  
Plot No. 74, Sector -17, Vashi,  
Navi Mumbai - 400 703  
CIN: L51900MH1983PLC029643  
Tel: 91 22 4111333 Fax: 91 22 27882946  
E-mail: investor@asl.net.in Website: [www.asl.net.in](http://www.asl.net.in)

**Notes:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 5 to 8 of special business of the Notice, is annexed hereto.
  2. In accordance with the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and the provisions of the Secretarial Standard on General Meetings, a brief profile of Mr. Nimish Shah, Mr. Dinkar Samant and Mr. Rajesh Agarwal is set out in this Notice.
  3. **A Member entitled to attend and vote at the Annual General Meeting (AGM) 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 AGM. Proxies submitted on behalf of limited companies, societies 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) are Adroit Corporate Services Private Limited, 19, Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Mumbai - 400 059.
  5. The Register of Members and Share Transfer Books of the Company will be closed, from Wednesday 14<sup>th</sup> September, 2016 to Tuesday, 20<sup>th</sup> September, 2016 (both days inclusive) for determining the names of the Members eligible for Dividend on Equity Shares, if declared in the meeting.
  6. Members, Proxies and Authorised 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 AGM, payment of such Dividend will be made on or after 20<sup>th</sup> September, 2016 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 as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Wednesday, 14<sup>th</sup> September, 2016 (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 as of the close of business hours on or before Wednesday, 14<sup>th</sup> September, 2016.
  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 Agents, Adroit Corporate Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Adroit Corporate Services Private Limited.
- The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Adroit Corporate Services Private Limited.
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 Adroit Corporate Services Private Limited, 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 Adroit Corporate Services Private Limited, 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 AGM, 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, so as to enable the Management to keep the information ready at the AGM.
13. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting.

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](http://www.asl.net.in) (under 'Investors' Relation section). Members holding shares in physical form may submit the same to Adroit Corporate Services Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.

Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Section 123 and 125 and other applicable provisions, if any, of the Companies Act, 2013, 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, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the IEPF or the Company for the amounts so transferred.

Members who have not yet encashed their Dividend warrant(s) pertaining to the Final Dividend for the Financial Year 2008-09 onwards for the Company, are requested to lodge their claims with Adroit Corporate Services Private Limited. It may be noted that the Unclaimed Final Dividend for the Financial Year 2008-09 declared by the Company on September 12, 2009 can be claimed by the Members by September 11, 2016. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed Dividend.

14. Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Rachana Shanbhag, M/s RHS & Associates, Company Secretaries, (Membership No. FCS 8227, CP: 9297), at the Registered Office of the Company not later than by 5.00 p.m. on Monday, 19th September, 2016. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Wednesday, 14th September, 2016 have the option to request for physical copy of the Ballot Form by sending an e-mail to [investor@asl.net.in](mailto:investor@asl.net.in) or [info@adroitcorporate.com](mailto:info@adroitcorporate.com) by mentioning their Folio / DP ID and Client ID No. Ballot Forms received after 5:00 PM on September 19, 2016 shall be deemed invalid. A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
15. 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.

The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Adroit Corporate Service Private Limited (RTA) / 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 2015-16 will also be available on the Company's website viz. [www.asl.net.in](http://www.asl.net.in)

To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / Adroit Corporate Services Private Limited. Through sending an email at [investor@asl.net.in](mailto:investor@asl.net.in), the registered e-mail address will be used for sending future communications.

The route map showing directions to reach the venue of the Thirty Third AGM is annexed at the end as the part of this Annual Report.

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 AGM.

The Board of Directors has appointed M/s. RHS & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizers to scrutinize the voting at the meeting and remote e-voting process (including the Ballot form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

The facility for voting by polling paper shall also be made available at the AGM and the Members attending the Meeting who have not already cast their vote by remote e-voting or by ballot forms shall be able to exercise their right to vote at the AGM.

The Members who have cast their vote by remote e-voting or by ballot forms prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

Members can opt for only one mode of voting i.e. either by ballot or e-voting. In case Members cast their votes through both modes, voting done by e-voting shall prevail and votes cast through ballot form shall be treated as invalid.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories):
- i. Open the e-mail and also open PDF file, namely, "ASL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password/PIN for e-voting. Please note that the password is an initial password.  
  
Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>  
  
Click on Shareholder – Login  
  
If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
  - ii. If you are logging in for the first time, please enter the User ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - iii. Once the e-voting home page opens, click on e-Voting > Active Voting Cycles.
  - iv. Select "EVEN" (E-voting Event Number) of Arihant Superstructures Limited, Now you are ready for e-voting as 'Cast Vote' page opens.
  - v. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
  - vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - vii. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.



- xi Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or 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 to [rhsassociates1@gmail.com](mailto:rhsassociates1@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no: 1800-222-990.
- B. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories):
- I. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
  - II. Please follow all steps from Sl. No. 23. A (ii) to (xii) above, to cast vote.
- C. Other Instructions:
- i. The e-voting period commences on Saturday, September 17, 2016 (9.00 a.m. IST) and ends on Monday, September 19, 2016 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 14, 2016 i.e. cut-off date, 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 Wednesday, September 14, 2016. 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 poll 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](mailto: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](http://www.evoting.nsdl.com).
  - iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses 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 [www.asl.net.in](http://www.asl.net.in) and on the website of NSDL [www.evoting.nsdl.com](http://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, Mumbai where the shares of the Company are listed.

### **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

*As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out material facts relating to the business under item No. 5, 6, 7 and 8 of the acCompanying Notice dated August 3<sup>rd</sup>, 2016.*

#### **Item No. 5**

Mr. Nimish Shah was appointed as a Whole-time Executive Director of the Company on 13/04/2015 under Companies Act, 2013 and his appointment was approved by the Shareholders in the AGM held on 25<sup>th</sup> September, 2015 for a period of five Years. Mr. Nimish Shah has, during his tenure, contributed immensely for the business activities of the Company and to guide the Company in its expansion activities. Considering the increased scope of work being handled by Mr. Nimish Shah and the prevalent standards in the industry for payment of professional Directors of such experience, the Board, on the recommendation of the Nomination and Remuneration Committee proposes to increase the remuneration payable to Mr. Nimish Shah as stated in the Resolution.

Pursuant to sections 196, 197, 198 and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act 2013, the increase in remuneration payable to Mr. Nimish Shah is now being placed before the Members at the Annual General Meeting for their approval by way of Special Resolution.

The Board of Directors recommends the resolution for the approval of the Members as a Special Resolution. Apart from Mr. Nimish Shah, who would be interested in his appointment and remuneration, 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 of businesses, except to the extent of their shareholding interest, if any, in the Company.

The statement of additional information required to be disclosed as per Schedule V of the Companies Act, 2013 is attached at the end of this Explanatory Statement and must be read with the part of this Notice.

**Item No. 6:**

During the Financial Year 2015-16, Company has entered into certain business transaction with its Subsidiary Companies, Key Managerial Personnel and Entities in which KMP / Relatives of KMP have significant influence. The Company has also proposed to enter into certain business transaction with its Subsidiary Companies, Key Managerial Personnel and Entities in which KMP / Relatives of KMP have significant influence, for Year 2016-17 which are of value exceeding 10% of the Annual Consolidated Turnover of the Company. The details of such transaction are mentioned below:

Details of Transactions:

Sr. No.	Type of transaction	Name of related party	Nature of relationship	Balance outstanding as on 31.03.2016 (₹)	Estimated amount of proposed transaction during the Year 2016-17 (₹)
1	Loans and Advances (Buisness Advances)	Arihant Aashiyana Pvt. Ltd.	Subsidiary Company	94,86,966	-
2	Loans and Advances (Buisness Advances)	Arihant Vatika Pvt Ltd.	Subsidiary Company	42,138,442	-
3	Loan Taken (Buisness Advances)	Ashok Chhajjer	Chairman & Managing Director/KMP	1,01,62,573	-
4	Giving Loan, Guarntee and Security to Subsidiaries (Buisness Advances)	Arihant Aashiyana Pvt. Ltd.	Subsidiary Companies	-	50,00,00,000
		Arihant Abode Ltd.		-	50,00,00,000
		Arihant Vatika Pvt Ltd.		-	50,00,00,000
		Arihant Gruhnirman Pvt. Ltd.		-	50,00,00,000
5	Loan given by the KMP/Director to the Company	Ashok Chhajjer	Chairman & Managing Director/KMP	-	50,00,00,000

The Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirement), Regulations 2015 and any other applicable provisions of the Companies Act, 2013 if any; defines term Material Related Party Transaction. It provides that all related party transactions shall be considered as “Material” if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceed 10% of the Annual Consolidated Turnover of the Company as per the last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing a Special Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may note that based on the criteria as mentioned above in the SEBI (Listing Obligation and Disclosure Requirement), Regulations 2015, transactions entered into by the Company during the Financial Year 2015-16 and proposed to be entered into for the Year 2016-17 are “Material” and therefore requires approval of the Shareholders by means of Special Resolution.

Similarly the proposed transactions to be entered into for Year 2016-17 are also placed for the approval of shareholders.

Except Mr. Ashok Chhajjer Chairman and Managing Director of the Company, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in the resolution as set out at item no. 6 of the Notice.

The Board of Directors recommends the resolution for the approval of the Members as a Special Resolution.



**Item No. 7:**

Mr. Dinkar Samant (DIN: 00023459) was appointed as a Whole-time Executive Director of the Company w.e.f. 4<sup>th</sup> August, 2012. Mr. Samant who is liable to retire by rotation in this Annual General Meeting has stated his unwillingness to be re-appointed in this Annual General Meeting and he hereby retires as Director of the Company. The Nomination and Remuneration Committee and the Board were decided to pay ₹ 43,00,000/- (Rupees Forty Three Lacs) per annum as remuneration to Mr. Dinkar Samant for the Financial Year 2015-16.

The Nomination & Remuneration Committee had recommended no revision in the remuneration of Mr. Dinkar Samant and proposed to pay the same remuneration. Accordingly, the Board of Directors in their Meeting held on 30<sup>th</sup> April, 2016, decided to pay the same remuneration to Mr. Dinkar Samant.

Since Mr. Dinkar Samant has stated his unwillingness for re-appointment at this Annual General Meeting the remuneration paid/payable to him for the period 01<sup>st</sup> April 2016 to 20<sup>th</sup> September 2016 are required to be approved by the Shareholders at the ensuing Annual General Meeting, in terms of provisions of Section 196, 197 and 198 of the Companies Act, 2013. The Members are informed that the remuneration is within the limits prescribed under Schedule V to the Companies Act, 2013.

The Board of Directors recommends the resolution for the approval of the Members as a Special Resolution.

Except Mr. Dinkar Samant, none of the Directors or Key Managerial Personnel or their relatives are interested in the resolution.

**Item No. 8:**

Mr. Rajesh Agarwal (DIN:07327161) was appointed as Additional Whole-time Executive Director of the Company w.e.f. 1<sup>st</sup> November, 2015 and he resigned from the Company w.e.f. 24<sup>th</sup> July, 2016. In terms of Section 196(4) the terms of remuneration of Whole-time Executive Director are required to be approved in the first General Meeting held by the Company.

The Nomination and Remuneration Committee had recommended and proposed to pay the remuneration for amount of ₹48,00,000/- (Rupees Fourty Eight Lacs) per annum. Accordingly, the Board of Directors in their Meeting held on 31<sup>st</sup> October, 2015, decided to pay the same remuneration to Mr. Rajesh Agarwal. w.e.f. 1<sup>st</sup> Nov 2015.

Mr. Rajesh Agarwal has resigned from the Company, but the approval of remuneration is required at this Annual General Meeting for the remuneration paid to him for the period of 1<sup>st</sup> November, 2015 to 24<sup>th</sup> July, 2016 by the Shareholders in terms of provisions of Section 196 and 197 of the Companies Act, 2013. The Members are informed that the remuneration is within the limits prescribed under Schedule V of the Companies Act, 2013.

The Board of Directors recommends the resolution for the approval of the Members as a Special Resolution.

The details of the remuneration along with the brief profile of the Director are included in the Annexure to the Explanatory Statement.

Except Mr. Rajesh Agarwal, none of the Directors or Key Managerial Personnel or their relatives are interested in the resolution.

**By Order of the Board of Directors**  
**Arihant Superstructures Ltd.**

**Ashok Chhajer**  
**Chairman & Managing Director**  
**DIN: 0196509**

**Navi Mumbai, August 3, 2016**

**Registered Office:**

302, Persipolis Building,  
 Plot No. 74, Sector-17, Vashi,  
 Navi Mumbai – 400 703  
 CIN: L51900MH1983PLC029643  
 Tel: 91 22 4111333 Fax: 91 22 27882946  
 E-mail: investor@asl.net.in Website: [www.asl.net.in](http://www.asl.net.in)

**STATEMENT OF ADDITIONAL INFORMATION TO BE ATTACHED TO THE NOTICE OF THE 33<sup>RD</sup> AGM AS PER SCHEDULE V TO THE COMPANIES ACT 2013 [FOR ITEM NO. 5, 7 and 8] AND FORMING A PART OF THE NOTICE AND EXPLANATORY STATEMENT**

<b>I. GENERAL INFORMATION</b>											
[1] Nature of Industry	Construction and Infrastructure Industry										
[2] Date or expected date of commencement of commercial production	The Company is in business since 1983. The Company has commenced its construction and infrastructure business since 2009.										
[3] In case of new companies, expected date of commencement of activities as per the project approved by Financial institutions appearing in the prospectus	Not Applicable										
[4] Financial Performance based on given indicators	As per the audited Financial statements as on 31 <sup>st</sup> March 2016: <table border="1" style="width: 100%; margin-top: 5px;"> <thead> <tr> <th>Particulars</th> <th>₹</th> </tr> </thead> <tbody> <tr> <td>Gross Turnover &amp; Other Income</td> <td>69,58,37,344</td> </tr> <tr> <td>Net Profit as per Profit &amp; Loss Statement (After Tax)</td> <td>15,18,75,056</td> </tr> <tr> <td>Net Worth</td> <td>84,70,43,640</td> </tr> <tr> <td>Book Value Per Share</td> <td>₹10/-</td> </tr> </tbody> </table>	Particulars	₹	Gross Turnover & Other Income	69,58,37,344	Net Profit as per Profit & Loss Statement (After Tax)	15,18,75,056	Net Worth	84,70,43,640	Book Value Per Share	₹10/-
Particulars	₹										
Gross Turnover & Other Income	69,58,37,344										
Net Profit as per Profit & Loss Statement (After Tax)	15,18,75,056										
Net Worth	84,70,43,640										
Book Value Per Share	₹10/-										
[5] Foreign Investments or collaborations, if any	Not Applicable										

<b>I. INFORMATION OF APPOINTEE/ RATIFIATION OF REMUNERATION</b>			
	<b>Mr. Nimish Shah</b>	<b>Mr. Dinkar Samant</b>	<b>Mr. Rajesh Agarwal</b>
[1] Background Details	Mr. Nimish Shah is a Bachelor of Engineering in the Civil He is 42 Years of age and the core person of the Company having more than 17 Years of experience in construction and related activities. He is actively involved in all the nuances of engineering includes detailed Planning & Execution, Project Estimations, Infrastructure & Site organization of the projects. He was Involved in several turnkey projects of Water supply & Sewerage Scheme for Govt. of Maharashtra and successfully commissioned them.	Mr. Dinkar Samant is a Graduate from Sir J. J. College of Architecture with First Class Honors & Masters in Civil-Town Planning from Pune Engineering Institute. He is 60 Years of age and has an expertise of over 25 Years in Architecture and Town Development Planning. He has worked for a premier Public Sector Organisation and New Town Development Authority CIDCO for over 25 Years. He is widely recognised in the field of expertise.	Mr. Rajesh Agarwal is a Bachelor of Engineering in the Civil-honours and having a diploma in Industrial safety and degree of MBA. He is 55 Years of age and having a vast experience of 30 Years in the field of project management, construction and infrastructures, petroleum, oil and gas. In his carrier, he has worked with PWD Rajasthan, Bharata Petroleum Corporation Limited, Reliance Industries Limited and Arshiya International Limited.
[2] Past Remuneration	₹ 38,70,000/-	₹ 43,00,000/-	₹ 48,00,000
[3] Recognition or awards	NIL	1. Received Prime Minister Award at Vidhyan Bhawan, New Delhi on behalf of CIDCO for excellence in Urban Planning. 2. Nominated by CIDCO as an Technical member in two separate Steering Committee deciding with Nature Park of Navi Mumbai and Navi Mumbai as a Smart City.	NIL

[4] Job Profile & his suitability	Whole-time Executive Director and Chief Project Officer. Taking into consideration his qualifications and expertise in relevant fields, the Executive Director is best suited for the responsibilities currently assigned to him by the Board of Directors.	Whole-time Executive Director, taking into consideration his qualifications and expertise in relevant fields, the Executive Director is best suited for the responsibilities currently assigned to him by the Board of Directors.	Whole-time Executive Director and Director Projects. Taking into consideration his qualifications and expertise in relevant fields, the Executive Director is best suited for the responsibilities currently assigned to him by the Board of Directors.
[5] Remuneration proposed	₹ 42,60,000 per annum	There is no increment in the Remuneration	There is no increment in the Remuneration
[6] Comparative Remuneration Profile w.r.t. industry, size of Company, profile of the position & person	Taking into consideration the size of the Company, the profile of Mr. Nimish Shah, the responsibilities shouldered by him and the industry bench marks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies	Taking into consideration the size of the Company, the profile of Mr. Dinkar Samant, the responsibilities shouldered by him and the industry bench marks, the remuneration paid/payable is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies	Taking into consideration the size of the Company, the profile of Mr. Rajesh Agarwal the responsibilities shouldered by him and the industry bench marks, the remuneration paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies
[7] Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed to be paid to him, the Executive Director does not have any other pecuniary relationship with the Company or relationship with the Managerial Personnel.	Besides the remuneration proposed to be paid to him, the Executive Director does not have any other pecuniary relationship with the Company or relationship with the Managerial Personnel.	Besides the remuneration proposed to be paid to him, the Executive Director does not have any other pecuniary relationship with the Company or relationship with the Managerial Personnel.

#### I. OTHER INFORMATION

<b>Reasons for loss or inadequate profits</b>	The Company has posted a net profit after tax of ₹ 15,18,75,056 during the Year ended 31 <sup>st</sup> March, 2016 on a standalone basis
<b>Steps taken or proposed to be taken for improvement</b>	Company has launched big projects, the projects have been able to generate outstanding sales bookings, however the Construction in these Projects is started just, as per the principles Accounting standards Revenues could not be recognized from the same as construction has not reached up to satisfactory level. However the construction activities are in full swing, hence looking at the response which these projects have witnessed we are very positive that in the coming Years we will be able to show stronger results than ever.
<b>Expected increase in productivity and profits in measurable terms</b>	Normal product cycle of the Real estate Company is at least 3-4 Years, since we have launched couple of good projects in the last one Year and few others expected to be launched in this Financial Year.

#### IV. DISCLOSURES:

The information and Disclosures of the remuneration of the Whole-time Executive Directors and Managing Director have been mentioned in the Annual Report in the Corporate Governance Report Section under the heading “Directors’ Remuneration / Sitting Fees” for the Year ended 31<sup>st</sup> March 2016.

Mr. Nimish Shah, Mr. Dinkar Samant and Mr. Rajesh Agarwal, satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act and are not disqualified to act as Director in terms of Section 164 of the Companies Act.

Other details as required to be reported in terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Notice and forms a part of the Annual Report.

**DISCLOSURES UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ISSUED BY ICSI**

<b>Name</b>	Mr. Nimish Shah (DIN: 03036904)	Mr. Dinkar Samant (DIN: 00023459)	Mr. Rajesh Agarwal (DIN: 07327161)
<b>Age</b>	42	60	55
<b>Qualification</b>	B.E. (Civil)	Graduate from Sir J. J. College of Architecture with First Class Honours and Master in Civil Town planning from Pune	B.E. Civil-honours, diploma in Industrial safety and degree of MBA.
<b>Experience</b>	Real Estate	Real Estate	Petroleum, Oil and Gas
<b>No. of Shares held</b>	NIL	26398	NIL
<b>Remuneration Last approved</b>	₹ 38,70,000/-p.a.	₹ 43,00,000/- p.a.	₹ 48,00,000/- p.a.
<b>Remuneration sought to be paid</b>	₹ 42,60,000/- p.a.	₹ 43,00,000/- p.a.	₹ 48,00,000/- p.a.
<b>Number of Board Meetings attended during the Year</b>	3	5	NIL
<b>Original Date of Appointment</b>	13 <sup>th</sup> April, 2010	4 <sup>th</sup> August, 2012	1 <sup>st</sup> November, 2015
<b>Relationship with other Directors/ Manager/ Key Managerial Personnel</b>	NIL	NIL	NIL
<b>Directorships held in other Companies in India</b>	NIL	NIL	NIL
<b>Membership/ Chairmanship of other Companies in India</b>	NIL	NIL	NIL

# ARIHANT SUPERSTRUCTURES LIMITED

CIN: L51900MH1983PLC029643

Registered Office: 302, Persipolis Building, Plot No. 74, Sector 17, Vashi, Navi Mumbai – 400 703

## Form No. MGT-I I

### 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 Member (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 : \_\_\_\_\_

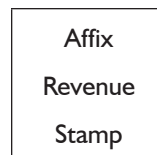
Signature : \_\_\_\_\_

(or failing him)

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the company, to be held on the Tuesday, 20th September, 2016 at 11:00 a.m.. at Hotel The Regenza by Tunga, Plot No. 37, Sector 30A, Vashi, Navi Mumbai – 400703 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2016, and the Reports of Directors (“the Board”) and Auditors thereon.
2. To declare a Final Dividend of Rs. 0.90/- per Equity Share for the Financial Year ended 31<sup>st</sup> March, 2016.
3. To consider the retirement of Mr. Dinkar Samant (DIN: 00023459), who is liable to retire by rotation and does not offer himself for re-appointment.
4. To ratify the appointment of Statutory Auditors for the Financial Year 2016-17.
5. To fix the Remuneration of Mr. Nimish Shah (DIN: 03036904), Whole-time Executive Director of the Company.
6. To take the Approval of Shareholders for Material Related Party Transactions.
7. To approve the remuneration paid/payable to Mr. Dinkar Samant (DIN:00023459), Whole-time Executive Director of the Company from 1st April, 2016 till 20th September, 2016.
8. To approve the remuneration paid to Mr. Rajesh Agarwal (DIN:07327161), Additional Whole-time Executive Director of the Company from 1st November, 2016 till 24th July, 2016.

Signed this..... day of..... 2016



Signature of Member

Signature of Proxy Holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting**



# ARIHANT SUPERSTRUCTURE LIMITED

CIN NO: L51900MH1983PLC029643

Registered Office: 302, Persipolis Building, Plot No 74, Sector 17, Vashi, Navi Mumbai – 400 703.

## ATTENDANCE SLIP

**NAME AND ADDRESS OF THE REGISTERED SHAREHOLDER**

D.P Id:

Client Id/Folio No:

No of Shares:

I Certify that I am a registered Shareholder/Proxy for the registered Shareholder of the Company

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company at Hotel The Regenza by Tunga, Plot No. 37, Sector 30A, Vashi, Navi Mumbai – 400 703 on Tuesday, 20<sup>th</sup> September, 2016 at 11.00 a.m.

\_\_\_\_\_  
Signature

Note : please complete this and hand it over at the entrance of the hall.



**Registered Office:** 302, Persipolis Building, Plot No. 74, Sector -17, Vashi, Navi Mumbai –400703, Maharashtra, India,  
 Phones: 022 - 41113333 Fax: 022-27882946, **CIN: L51900MH1983PLC029643**

**POSTAL BALLOT FORM**

**Serial No:**

1. Name and Registered Address of the sole/first named Shareholder :
  
2. Name of the Joint Shareholder(s) (if any) :
  
3. Registered folio no./ DP ID No./Client ID No\*. (Applicable to the Members holding shares in dematerialised form) :
  
4. Number of shares held :
  
5. EVEN No. : 104975
  
6. User ID :
  
7. Password :

I/We hereby exercise my/our vote in respect to the following Ordinary/Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 3rd August, 2016 by sending my/our assent or dissent to the said Resolution by placing the tick(√)mark at the appropriate box below.

Sr. No.	Description	No of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31 <sup>st</sup> March, 2016, and the Reports of Directors ("the Board") and Auditors thereon.			
2	To declare a final Dividend of Rs. 0.90/- per Equity Share for the Financial Year ended 31 <sup>st</sup> March, 2016.			
3	To consider the retirement of Mr. Dinkar Samant (DIN: 00023459), who is liable to retire by rotation and does not offer himself for re-appointment.			
4	To ratify the appointment of Statutory Auditors for the Financial Year 2016-17			
5	To fix the Remuneration of Mr. Nimish Shah (DIN: 03036904), Whole-time Executive Director of the Company			
6	To take the Approval of Shareholders for Material Related Party Transactions			
7	To approve the remuneration paid/payable to Mr. Dinkar Samant (DIN:00023459), Whole-time Executive Director of the Company from 1 <sup>st</sup> April, 2016 till 20 <sup>th</sup> September, 2016			
8	To approve the remuneration paid to Mr. Rajesh Agarwal (DIN:07327161), Additional Whole-time Executive Director of the Company from 1 <sup>st</sup> November, 2016 till 24 <sup>th</sup> July, 2016			

Place: \_\_\_\_\_

Date: \_\_\_\_\_

Signature of Shareholder/ Beneficial Holder

**Note: Please read the instructions printed overleaf carefully before exercising your vote.**

## GENERAL INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and ballot shall be treated as invalid.
3. The scrutinizer will collate the votes downloaded from the remote e-voting system and votes received through ballot to declare the final result for each of the resolutions forming part of the Notice of the AGM.
4. The facility of e-voting (including remote e-voting) and voting by ballot is available ONLY to the members of the company who hold shares as on the cut-off date viz 14<sup>th</sup> September, 2016. Other members may treat this Form as for information purpose only.
5. The results declared along with Scrutinizer's Report, shall be placed on the Company's website [www.asl.net.in](http://www.asl.net.in) and on the website of the National Securities Depository Limited <https://www.evoting.nsdl.com> within two (2) days of the passing of the Resolutions at the AGM of the Company on 20<sup>th</sup> September, 2016 and communicated to the BSE Limited, where the shares of the Company are listed.

### PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING THE BALLOT FORM

- a. Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as on the cut off date viz 14<sup>th</sup> September, 2016.
- b. Please complete and sign the Ballot Form and return the form in the self-addressed Business Reply envelope so as to reach the Scrutinizer, Ms. Rachana Shanbhag, M/s RHS & Associates, Mumbai as appointed by the Board of Directors of the Company on or before 19<sup>th</sup> September, 2016 (5.00 p.m.).
- c. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
- d. In case the shares are held by companies/ bodies corporate, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.
- e. A Member may request for a duplicate Ballot Form, if so required, by sending an email to [info@adroitcorporate.com](mailto:info@adroitcorporate.com) or [investor@asl.net.in](mailto:investor@asl.net.in)
- f. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. The Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- g. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

### PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY REMOTE E-VOTING

The Members are requested to participate in the e-Voting facility provided by the Company in terms of provisions of Section 108 of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The e-voting instructions are provided in the Notes to the AGM Notice dated 3<sup>rd</sup> August, 2016. The e-voting instructions are also available on the website of the Company on [www.asl.net.in](http://www.asl.net.in) and on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

The e-voting USERID and Password is provided with the Annual Report. Existing NSDL users, may login using their existing USERID and passwords. In case of any difficulty or assistance, the members are requested to contact the Company Secretary on [cs@asl.net.in](mailto:cs@asl.net.in) or the Registrar & Transfer Agent on [info@adroitcorporate.com](mailto:info@adroitcorporate.com)

### OTHER INSTRUCTIONS:

Members who cast their vote electronically or through ballot may attend the AGM but shall not be entitled to vote at the AGM.

The votes of the Members whose ballot forms are received after the cut-off date and/or of members who cast their votes electronically after the period of e-voting, shall not be considered. The scrutinisers' decision in all respects stands final.

# Route Map to the Venue of the AGM

