

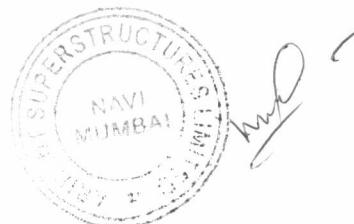
POSTAL BALLOT RESULT

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, approval of the Members of the Company was sought by means of Postal Ballot Forms / E-voting in respect of the Resolutions proposed in the Postal Ballot Notice dated 12th February, 2016.

The Board of Directors had appointed CS Rachana Shanbhag, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot (including e-voting). The Scrutinizer has diligently carried out scrutiny of all postal ballot forms and electronic votes received at or before 5.00 pm on Thursday, 17th March, 2016 and submitted her report to the Chairman, of the Company on 19th March, 2016.

Based on the Scrutinizers' Report, the Chairman has declared the Result of the Postal Ballot on 19th March, 2016 as under:

Particulars of the Resolution	Consolidated Result (E-voting and voting through Postal Ballot Forms)					
	No. of Valid Votes Polled	No. of Valid Votes in favour	No. of Valid Votes against	% of Valid Votes in favour	% of Valid Votes against	Result
1. Special Resolution - To increase the limits u/s 186(2) of Companies Act, 2013 for extending loans, providing guarantees or giving securities for loans taken by any person or body corporate.	30912587	30912587	0	100	0	Passed Unanimously
2. Special Resolution - To increase the borrowing limit u/s 180(1)(c) of the Companies Act, 2013 upto Rs. 1000 Crores.	30912662	30912662	0	100	0	Passed Unanimously

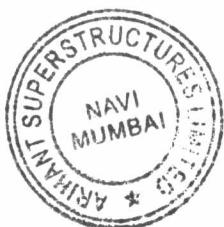


3. Special Resolution – To create Charges / Mortgages on, or sell or otherwise dispose of the movable and immovable properties of the Company, both present and future, in respect of borrowings upto Rs. 1000 Crores.	30912662	30912662	0	100	0	Passed Unanimously
4. Ordinary Resolution – To approve the material related party transaction of providing Corporate Guarantee to the subsidiary company, Arihant Vatika Realty Private Limited for Non-Convertible Debentures issued by them.	414942	414942	0	100	0	Passed Unanimously

For, ARIHANT SUPERSTRUCTURES LIMITED



NAVAL SINGH
COMPANY SECRETARY



Place: Navi Mumbai

Date: 19th March, 2016

RHS & Associates

Practicing Company Secretaries

402, Goyal Trade Centre,
Opp. HDFC Bank, Shantivan,
Borivali (East), Mumbai 400 066

SCRUTINIZER'S REPORT

To,

Chairman & Managing Director,
Arihant Superstructures Limited,
302, Persepolis Building,
Plot No. 74, Sector 17, Vashi,
Navi Mumbai-400070

Dear Sir,

Sub: Scrutinizer's Report on the Postal Ballot (including voting by electronic means) conducted pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 ("SS-2"), for the purpose of passing of the Resolutions contained in the Postal Ballot Notice dated 12th February, 2016

1. I, Ms. Rachana Shanbhag, (FCS 8227), of M/s RHS & Associates, Mumbai have been appointed as a Scrutinizer by the Board of Directors of the Company through a Resolution dated 30th January, 2016 for the purpose of scrutinizing the postal ballot process for the following items specified in the Notice dated 12th February, 2016:
 - (a). To increase the limits u/s 186(2) of the Companies Act, 2013 for extending loans, providing guarantees or giving securities for loans taken by any person or body corporate.
 - (b). To increase the Borrowing limit u/s 180(1) (c) of the Companies Act, 2013 up to Rs. 1000 Crores
 - (c). To create Charges / Mortgages on, or sell or otherwise dispose of the moveable and immoveable properties of the Company, both present and future, in respect of borrowings uptoRs. 1000 Crores.
 - (d). To approve the material related party transaction of providing Corporate Guarantee to the subsidiary company, Arihant Vatika Realty Private Limited for Non- Convertible Debentures issued by them
2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules made there under and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Postal Ballot including voting through electronic

Tel: 91 – 902 966 1169 | 91 – 7738 161169 | rhsassociates1@gmail.com



RHS & Associates

Practicing Company Secretaries

402, Goyal Trade Centre,
Opp. HDFC Bank, Shantivan,
Borivali (East), Mumbai 400 066

meanson the Resolution(s) contained in the Notice for the postal ballot dated 12th February, 2016.

3. My responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report of the votes cast "in favor" or "against" the Resolution(s) based on the reports generated from the e-voting system provided by the National Securities Depository limited (NSDL), the authorized Service Providers for extending the facility of electronic voting to the shareholders of the Company and scrutiny of the Postal Ballot Forms received at or before 5.00 pm on Thursday, 17th March, 2016 and also to ensure that the voting is conducted in a fair & transparent manner.

In furtherance of the above, I submit my Report as under:

- I. In terms of Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has issued Postal Ballot Notice dated 12th February, 2016 to its members, for passing of ordinary & / or special resolution(s) mentioned in the said Notice. The Company has, on 15th February, 2016, completed the dispatch of Postal Ballot Forms along with self-addressed postage – prepaid business reply envelope to its Members whose name(s) appear on the Register of Members / list of beneficiaries as on the record date, 12th February, 2016 by electronic and physical mode.
- II. The Shareholders were informed vide the Notice that they were required to give their assent (for) or dissent (against) to the proposals through physical postal ballot forms which were required to be sent to us on or before 5.00 p.m. on Thursday, 17th March, 2016 or through electronic voting facility which was kept open from 9.00 a.m. on Tuesday, 16th February, 2016 to 5.00 p.m. on Thursday, 17th March, 2016 (both days inclusive).
- III. The Company has provided electronic voting facility to the shareholders of the Company and has engaged National Securities Depository Limited (NSDL) for providing E-voting platform. E-mail communications in respect of e-voting and Postal Ballot of the Company had been sent to the E-mail addresses of the Members which were registered with the Registrar & Share Transfer Agent of the Company, Adroit Corporate Services Private Limited.
- IV. The Company has published Newspaper Advertisement for the Postal Ballot in "Free Press Journal" newspaper in English and "Navshakti" newspaper in Marathi on Tuesday, 16th February, 2016.
- V. I have reviewed and diligently scrutinized the remote e-voting through the votes tendered on the e-voting system of the National Securities Depository Limited (NSDL) through the secured scrutinizers login made available and based on the data downloaded there from and the postal ballot voting through the postal ballot forms received from the shareholders. The signature

Tel: 91 – 902 966 1169 | 91 – 7738 161169 | rhsassociates1@gmail.com



RHS & Associates

Practicing Company Secretaries

402, Goyal Trade Centre,
Opp. HDFC Bank, Shantivan,
Borivali (East), Mumbai 400 066

verification has been undertaken from the office of Adroit Corporate Services Private Limited, the Registrar & Transfer Agent of the Company.

- VI. All Postal Ballot Forms received up to 5.00 p.m. on Thursday, 17th March, 2016, and electronic votes recorded from 9.00 a.m. on Tuesday, 16th February, 2016 up to 5.00 p.m. on Thursday, 17th March 2016 being the last date and time fixed by the Company for the receipt of the Forms, and the casting of votes, were considered for my scrutiny.
- VII. Particulars of all Postal Ballot Forms received from the Members including electronic voters have been entered in a Register separately maintained for this purpose.
- VIII. The Postal Ballot Forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Members of the Company / list of beneficiaries as on Friday, 12th February, 2016 as made available by Adroit Corporate Services Private Limited, the Registrar & Share Transfer Agent of the Company.
- IX. I did not find any mutilated or defaced postal ballot papers. However, 10 Invalid Postal Ballot Forms without any signature were received. Also, 1 shareholder had opted for both e-voting and voting by ballot. Accordingly, only the votes cast electronically were considered and the physical votes cast were considered invalid.
- X. The votes of the Promoters/ Promoters Group, if any, were not considered in the valid voting pertaining to Resolution No. 4 being a Related Party Transaction.
- XI. The Report of Shareholders voting through e-voting option was generated after 5.00 p.m. on Thursday, 17th March, 2016 in the presence of two witnesses Ms. Sucheta S. Kamath and Ms. Priyanka Nayak, both of whom were not employees of the Company and whose signatures are stated below.

Sucheta S. Kamath

Sucheta S. Kamath

Priyanka Nayak

Priyanka Nayak

4. A summary of the Postal Ballot Forms, electronic voting confirmations (e-votes) and the polling papers received for the following resolutions is attached to this Report as Annexure A. The final results of the voting are as under:

FINAL RESULTS OF THE VOTING	
Resolution	Result
1. To increase the limits u/s 186(2) of the Companies Act, 2013 for extending loans, providing guarantees or giving securities for loans taken by any person or body corporate.	Passed as a Special Resolution UNANIMOUSLY

Tel: 91 - 902 966 1169 | 91 - 7738 161169 | rhsassociates1@gmail.com



RHS & Associates

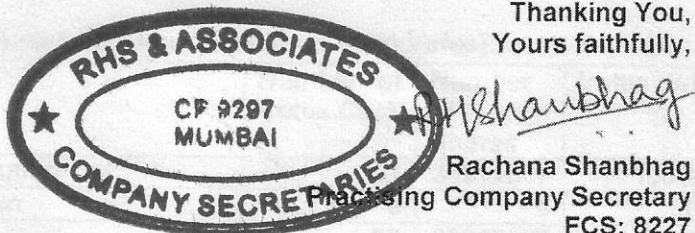
Practicing Company Secretaries

402, Goyal Trade Centre,
Opp. HDFC Bank, Shantivan,
Borivali (East), Mumbai 400 066

2. To increase the Borrowing limit u/s 180(1) (c) of the Companies Act, 2013 up to Rs. 1000 Crores.	Passed as a Special Resolution UNANIMOUSLY
3. To create Charges / Mortgages on, or sell or otherwise dispose of the moveable and immoveable properties of the Company, both present and future, in respect of borrowings up to Rs. 1000 Crores.	Passed as a Special Resolution UNANIMOUSLY
4. To approve the material related party transaction of providing Corporate Guarantee to the subsidiary company, Arihant Vatika Realty Private Limited for Non Convertible Debentures issued by them	Passed as an Ordinary Resolution UNANIMOUSLY

5. The Register, all other papers and relevant records relating to electronic voting and Ballot mode shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over to the Company Secretary of the Company, Mr. Naval Kishore Singh for safe keeping.
6. You may declare the results accordingly.

Date: 19.03.2016
Place: Mumbai



Thanking You,
Yours faithfully,

RHS & Associates

Practicing Company Secretaries

402, Goyal Trade Centre,
Opp. HDFC Bank, Shantivan,
Borivali (East), Mumbai 400 066

ANNEXURE A TO SCRUTINISER REPORT DATED 19.03.2016

Resolution No. 1 – Special Resolution:

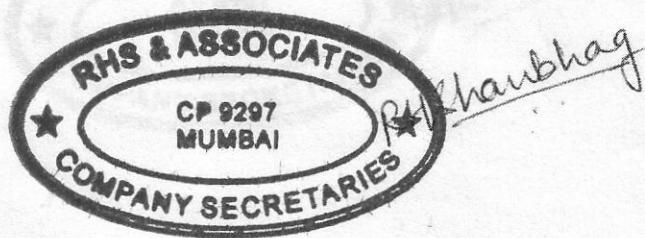
To increase the limits u/s 186(2) of the Companies Act, 2013 for extending loans, providing guarantees or giving securities for loans taken by any person or body corporate.

	Physical Forms	Ballot	Electronic Voting	TOTAL
I. Total Votes/ Forms Received				
Total Shareholders	25	74	99	
Total No. of Votes	22494908	8553469	31048377	
II. Invalid/ Abstained / Mismatched Votes				
Total Shareholders	12	0	12	
Total Votes	135790	0	135790	
III. Valid Votes				
Total Shareholders	13	74	87	
Total Votes	22359118	8553469	30912587	

Consolidated Result of Voting (Based on Valid Votes):

	Number of Votes Cast	Number of Shares	Votes (%)
Total Votes Cast In Favor of the Resolution	87	30912587	100%
Total Votes Cast Against the Resolution	0	0	0
TOTAL	87	30912587	100%

Result: The Resolution was passed as a Special Resolution UNANIMOUSLY.



RHS & Associates

Practicing Company Secretaries

402, Goyal Trade Centre,
Opp. HDFC Bank, Shantivan,
Borivali (East), Mumbai 400 066

Resolution No. 2 – Special Resolution

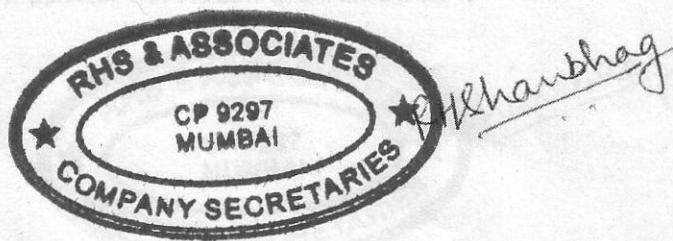
To increase the Borrowing limit u/s 180(1) (c) of the Companies Act, 2013 up to Rs. 1000 Crores

	Physical Forms	Ballot	Electronic Voting	TOTAL
I. Total Votes/ Forms Received				
Total Shareholders	25		75	100
Total No. of Votes	22494908		8553544	31048452
II. Invalid/ Abstained/ Mismatched Votes				
Total Shareholders	12		0	12
Total Votes	135790		0	135790
III. Valid Votes				
Total Shareholders	13		75	88
Total Votes	22359118		8553544	30912662

Consolidated Result of Voting (Based on Valid Votes):

	Number of Votes Cast	Number of Shares	Votes (%)
Total Votes Cast In Favor of the Resolution	88	30912662	100%
Total Votes Cast Against the Resolution	0	0	0
TOTAL	88	30912662	100%

Result: The Resolution was passed as a Special Resolution UNANIMOUSLY.



RHS & Associates

Practicing Company Secretaries

402, Goyal Trade Centre,
Opp. HDFC Bank, Shantivan,
Borivali (East), Mumbai 400 066

Resolution No. 3 – Special Resolution

To create Charges / Mortgages on, or sell or otherwise dispose of the moveable and immoveable properties of the Company, both present and future, in respect of borrowings up to Rs. 1000 Crores.

	Physical Forms	Ballot	Electronic Voting	TOTAL
I. Total Votes/ Forms Received				
Total Shareholders		25	75	100
Total No. of Votes	22494908		8553544	31048452
II. Invalid/ Abstained/ Mismatched Votes				
Total Shareholders		12	0	12
Total Votes	135790		0	135790
III. Valid Votes				
Total Shareholders		13	75	88
Total Votes	22359118		8553544	30912662

Consolidated Result of Voting (Based on Valid Votes):

	Number of Votes Cast	Number of Shares	Votes (%)
Total Votes Cast In Favor of the Resolution	88	30912662	100%
Total Votes Cast Against the Resolution	0	0	0
TOTAL	88	30912662	100%

Result: The Resolution was passed as a Special Resolution UNANIMOUSLY.



RHS & Associates

Practicing Company Secretaries

402, Goyal Trade Centre,
Opp. HDFC Bank, Shantivan,
Borivali (East), Mumbai 400 066

Resolution No. 4 – Ordinary Resolution

To approve the material related party transaction of providing Corporate Guarantee to the subsidiary company, ARIHANT VATIKA REALTY PRIVATE LIMITED for Non Convertible Debentures issued by them.

	Physical Forms	Ballot	Electronic Voting	TOTAL
I. Total Votes/ Forms Received				
Total Shareholders	25	73		98
Total No. of Votes	22494908	6414554		28909462
II. Invalid/ Abstained/ Mismatched Votes				
Total Shareholders	14	2		16
Total Votes	22311214	6183306		28494520
III. Valid Votes				
Total Shareholders	11	71		82
Total Votes	183694	231248		414942

Consolidated Result of Voting (Based on Valid Votes):

	Number of Votes Cast	Number of Shares	Votes (%)
Total Votes Cast In Favor of the Resolution	82	414942	100%
Total Votes Cast Against the Resolution	0	0	0
TOTAL	82	414942	100%

Result: The Resolution was passed as an Ordinary Resolution UNANIMOUSLY.

