

## **NOTICE TO MEMBERS**

**NOTICE** is hereby given that the Thirty Second Annual General Meeting of Arihant Superstructures Limited will be held at Hotel The Regenza by Tunga, Plot No. 37, Sector 30A, Vashi, Navi Mumbai - 400703 on Friday, 25th September, 2015 at 11:00 a.m. to transact the following business:

**ORDINARY BUSINESS:**

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, 2015, the Reports of Directors and Auditors thereon.
2. To declare a final dividend on equity shares.
3. To appoint a Director in place of Mr. Dinkar Samant (DIN: 00023459), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors for the Financial Year 2015-2016 and fix their remuneration in this regard.

The appointment of M/s. Kailash Chand Jain & Co, Chartered Accountants, Mumbai (Firm Registration No. 112318W) was approved by Members at the Thirty First Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of the ensuing Annual General Meeting to be held in the year 2016, and to fix their remuneration for the financial year ending 31<sup>st</sup> March, 2016.

**SPECIAL BUSINESS:**

5. **To fix the Remuneration of Mr. Dinkar Samant (DIN: 00023459), 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 and 197 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. Dinkar Samant (DIN: 00023459), Whole-time Executive Director of the Company to ₹ 43,00,000/- (Rupees Forty Three Lacs) per annum for a period of one year with effect from 1<sup>st</sup> April, 2015 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. Dinkar Samant, 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 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. Dinkar Samant 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 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."

**6. Re-appointment of Mr. Nimish Shah (DIN: 03036904), as a Whole-time Executive Director, liable to retire by rotation and to fix his remuneration**

**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 Sections 196 and 197 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 appointment of Mr. **Nimish Shah (DIN: 03036904)**, with effect from 13<sup>th</sup> April, 2015 for a period of 5 years as a Whole-time Executive Directors liable to retire by rotation on such terms and conditions as stated herein and in respect of whom the Company has received a Notice U/s 160 of the Companies Act, 2013"

**FURTHER RESOLVED THAT** in pursuance to the provisions of Section 197 and Schedule V of the Act the remuneration of Mr. Nimish Shah (DIN: 03036904), Whole-time Executive Director of the Company be ₹ 38,70,000/- (Rupees Thirty Eight Lacs Seventy Thousand only) per annum for a period of one year with effect from 13<sup>st</sup> April, 2015 on such terms and conditions as stated herein and in the Explanatory Statement 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") as mentioned above.

**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 of 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 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."

**7. To appoint Mrs. Kamini Shroff (DIN: 07141404) as an Independent Director of the Company**

**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 provision of section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mrs. Kamini Shroff (DIN: 07141404) who was appointed as an Additional Director pursuant to the provision of section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the company has received the notice in writing under section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 29<sup>th</sup> March, 2020.

**By Order of the Board**  
**Arihant Superstructures Limited**

**Ashok Chhajer**  
**Chairman & Managing Director**  
**DIN: 01965094**

**Vashi, 1<sup>st</sup> August 2015**

**Registered Office:**

**302, Persipolis, Plot No. 74, Sector 17,  
Vashi, Navi Mumbai 400 703  
CIN: L51900MH1983TLC029643**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under items 5, 6 and 7 is set out above and form a part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER.** Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent 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. Proxies, in order to be effective, must be received at the Registered office of the Company at 302, Persipolis, Plot No. 74, Sector 17, Vashi, Navi Mumbai 400703, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Adroit Corporation Services Pvt. Ltd., 19, Jaferbhoy Industrial Estate, 1st floor, Makwana Road, Marol Naka, Mumbai 400 059.
4. The Register of Members and Transfer Books of the Company will be closed from Saturday 19<sup>th</sup> September, 2015 to Friday, 25<sup>th</sup> September, 2015 (both days inclusive) for determining the names of the members eligible for dividend on Equity Shares, if declared in the meeting.
5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrars and Transfer Agents, Adroit Corporation Services Pvt. Ltd.
6. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Adroit Corporation Services Pvt. Ltd cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
7. The dividend, if declared at the Annual General Meeting, would be paid/despatched on or after Friday, 25<sup>th</sup> September 2015 to those persons or their mandates:
  - (a) whose names appear as Beneficial Owners as at the end of the business hours on 18<sup>th</sup> September, 2015 (last trading day before book closure) in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic mode; and

- (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before 18<sup>th</sup> September, 2015
- 8. All documents referred to in the accompanying Notice and the 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. up to the date of the Annual General Meeting.
- 9. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Adroit Corporation Services Pvt. Ltd at the above mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
- 10. Under the Companies Act, 1956 dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. As there is no unpaid or unclaimed Dividend lying with the Company that need to be transferred to IEPF, there is no information under this head.
- 11. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service ("ECS") to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.
- 12. Pursuant to sections 20, 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2014-15 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. To support this green initiative measure, members who have not registered their e-mail addresses are requested to register the same with Adroit / Depositories / Company.
- 13. Section 20 of the Companies Act, 2013 permits service of documents on members by a company through electronic mode. Accordingly, as a part of the Green Initiative, electronic copy of the Annual Report for FY 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 05.10.2011 and Clause 32 of the listing agreement, the physical copies of Abridged Annual Report is being sent through permitted mode to all other members who have not registered their email address(es). Members may also note that the Annual Report for FY 2014-15 will also be available on the Company's website [www.asl.net.in](http://www.asl.net.in) for download. Any member receiving the Abridged Annual Report may request for the full copy of the Annual Report.
- 14. The Company has designated an exclusive e-mail id viz. [investor@asl.net.in](mailto:investor@asl.net.in) to enable Investors to register their complaints, if any
- 15. Members are requested to:
  - a. intimate to the Company's Registrar and Transfer Agents, Adroit Corporation Services Private Limited changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
  - b. intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
  - c. quote their folio numbers/Client ID/DP ID in all correspondence; and
  - d. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names
  - e. Bring their copy of the Annual Report to the Annual General Meeting.
- 16. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting

17. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the clause 35B of the listing agreement, the Members are provided with the facility to cast their vote electronically, through e-voting services provided by NSDL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot form with the Notice. Instructions for Ballot Form are given at the back of the said Form and instructions for e-voting are given here in below. Resolutions passed by the Members through Ballot Forms or e-voting is/are deemed to have been passed as if they have been passed at the AGM.
  18. CS Rachana Shanbhag of M/s RHS & Associates, Practicing Company Secretaries, Mumbai (Certificate of Practice: 9297) has been appointed as the Scrutiniser to scrutinise the voting 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.
  19. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their votes by remote e-voting or by ballot forms shall be able to exercise their right at the meeting.
  20. The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  21. 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.
- In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to [investor@asl.net.in](mailto:investor@asl.net.in) by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form must reach the Scrutiniser, CS Rachana Shanbhag of M/s RHS & Associates at the Registered Office of the Company at: Scrutiniser, C/o Arihant Superstructures Limited, 302, Persipolis, Sector-17, Vashi, Navi Mumbai 400 703.

## **22. IMPORTANT – E-Voting Instructions:**

- I. The remote e-voting period commences on 21<sup>st</sup> September, 2015 (9:00 am) and ends on 24th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2015, (cut-off date) may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- II. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (ii) Click on Shareholder - Login
    - (iii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (iv) Password change menu appears. Change the password/PIN 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.
    - (v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vi) Select "EVEN" of "Arihant Superstructures Limited".
    - (vii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.

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 to rhsassociates1@gmail.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM)/ EGM/ EOQM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM)/ EGM/ EOQM :

EVEN (Remote e-voting Event Number) USER ID      PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

- III.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

- IV.** 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).

- V.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19<sup>th</sup> September, 2015.

Any person, who acquires shares of the Company and becomes a member of the Company after despatch of the notice and holding shares as of the cut-off date i.e. 19<sup>th</sup> September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot 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) or contact NSDL at the following toll free no.: 1800-222-990.

- VI.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- VII.** 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 AGM through ballot paper. The voting rights shall be proportional to their shares in the paid-up equity share capital of the Company as of the cut-off date.

Any person, who acquires shares of the Company and becomes a member of the Company after the despatch of the Notice and holding shares as on 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).

- VIII.** The Chairman shall, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- IX.** The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.asl.net.in](http://www.asl.net.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

### **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 items 5 to 7 of the accompanying Notice dated 1<sup>st</sup> August, 2015

#### **Item No 5**

Mr. Dinkar Samant (DIN: 00023459) was appointed as a Whole-time Executive Director of the Company, on 4<sup>th</sup> August, 2012 and his appointment was approved by the Shareholders in the AGM held on 22<sup>nd</sup> September, 2012 for a period of five years. Mr. Dinkar Samant has, during his tenure, contributed immensely for the business activities of the company and has guided the company in its expansion activities. Considering the increased scope of work being handled by Mr. Dinkar Samant 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. Dinkar Samant as stated in the Resolution. The other terms and conditions of Mr. Dlnkar Samant's appointment remain unchanged.

Pursuant to sections 196, 197 and all other applicable provisions of the Act 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 Act, the increase in remuneration payable to Mr. Dinkar Samant is now being placed before the Members at the Annual General Meeting for their approval by way of Special Resolution.

Your Directors recommend passing of the Resolutions at Item No. 5 of the Notice as a Special Resolution.

Apart from Mr. Dinkar Samant, 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 this item of businesses.

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

#### **Item No. 6**

Mr. Nimish Shah (DIN: 03036904) was appointed as a Whole-time Executive Director of the Company, on 13<sup>th</sup> April, 2010 and his appointment was approved by the Shareholders in the AGM held on 03<sup>rd</sup> August, 2010 for a period of five years Mr. Nimish Shah has, during his tenure, contributed immensely for the business activities of the company and has guided the company in its expansion activities. Further, he has been an integral part of the team "Arihant".

Accordingly, the Nomination and Remuneration Committee has reviewed and recommended the reappointment of Mr. Nimish Shah as a Whole-time Executive Director of the Company, liable to retire by rotation, for the period of 5 years with effect from 13<sup>th</sup> April, 2015 on the terms and conditions and remuneration as stated herein. The Company has received a Notice U/s 160 of the Companies Act, 2013 along with the deposit thereof proposing the appointment of Mr. Nimish Shah. Further, Mr. Nimish Shah has declared that he is eligible as per Part I to Schedule V of the Act to be appointed as Whole-time Executive Director.

Considering the profile and the 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 the remuneration of Mr. Nimish Shah at ₹ 38,70,000/- (Rupees Thirty Eight Lacs Seventy Thousand only) for a period of 1 year from 13<sup>th</sup> April, 2015. The said remuneration, if approved would be within the limits set out under Section 197 read with the Schedule V to the Act for the time being in force.

Your Directors recommend passing of the Resolutions at Item No. 6 of the Notice as a Special Resolution.

A draft of the Agreement proposed to be entered into with Mr. Nimish Shah for his appointment will be available for the inspection of the members at the Registered Office of the Company between 11:00 am to 1:00 pm on all working days, except Saturday and Sunday till the date of AGM.

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 this items of businesses.

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

**Item No. 7:**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 149 and 161(1) of the Act Mrs. Kamini Shroff (DIN: 07141404) as an Additional Director, in the Independent Category of the Company with effect from 30<sup>th</sup> March, 2015.

In terms of the provisions of Section 161(1) of the Act, Mrs. Kamini Shroff would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Kamini Shroff for the office of Director of the Company.

Mrs. Kamini Shroff is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a company and she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mrs. Kamini Shroff that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mrs. Kamini Shroff possesses appropriate skills, experience and knowledge, inter alia, in the field of finance, legal consultancy and stakeholder relations.

In the opinion of the Board, Mrs. Kamini Shroff fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Mrs. Kamini Shroff is independent of the management of the Company.

Brief resume of Mrs. Kamini Shroff, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Kamini Shroff is appointed as an Independent Director.

Copy of the draft letter for appointment of Mrs. Kamini Shroff as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mrs. Kamini Shroff and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

**By Order of the Board  
Arihant Superstructures Limited**

**Ashok Chhajer  
Chairman & Managing Director  
DIN: 01965094**

**Vashi, 1<sup>st</sup> August 2015**

**Registered Office:  
302, Persipolis, Plot No. 74, Sector 17,  
Vashi, Navi Mumbai 400 703  
CIN: L51900MH1983TLC029643**

**STATEMENT OF ADDITIONAL INFORMATION TO BE ATTACHED TO THE NOTICE OF THE 32<sup>ND</sup> AGM AS PER SCHEDULE V TO THE ACT [FOR ITEM NO. 5 AND ITEM NO. 6] AND FORMING A PART OF THE NOTICE AND EXPLANATORY STATEMENT**

**I. GENERAL INFORMATION {Common to both Appointees}**

[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 2015: <table border="1"> <thead> <tr> <th>Particulars</th> <th>Rupees (in lakhs)</th> </tr> </thead> <tbody> <tr> <td>Gross Turnover &amp; Other Income</td> <td>6489.66</td> </tr> <tr> <td>Net Profit as per Profit &amp; Loss Statement (After Tax)</td> <td>971.77</td> </tr> <tr> <td>Net Worth</td> <td>48326.49</td> </tr> <tr> <td>Book Value Per Share</td> <td>117.41</td> </tr> </tbody> </table>	Particulars	Rupees (in lakhs)	Gross Turnover & Other Income	6489.66	Net Profit as per Profit & Loss Statement (After Tax)	971.77	Net Worth	48326.49	Book Value Per Share	117.41
Particulars	Rupees (in lakhs)										
Gross Turnover & Other Income	6489.66										
Net Profit as per Profit & Loss Statement (After Tax)	971.77										
Net Worth	48326.49										
Book Value Per Share	117.41										
[5] Foreign Investments or collaborations, if any	Nil										

**I. INFORMATION ABOUT THE APPOINTEE(S)**

	<b>Mr. Dinkar Samant</b>	<b>Mr. Nimish Shah</b>
[1] Background Details	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 58 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. Nimish Shah is a Bachelor of Engineering in the Civil Stream. He is a 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 including 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.
[2] Past Remuneration	₹ 40 Lacs per annum	₹ 36 Lacs per annum
[3] Recognition or awards	1. Received Prime Minister Award at Vidhyam Bhawan , New Delhi on behalf of CIDCO for excellence in Urban Planning 2. Recently Nominated by CIDCO as an Technical member on 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. 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 & 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.
[5] Remuneration proposed	₹ 43,00,000/- per annum	₹ 38,70,000/- per annum
[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. Dinkar Samant, 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. 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
[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.

## II. OTHER INFORMATION {Common to both Appointees}

<b>Reasons for loss or inadequate profits</b>	The Company has posted a net profit after tax of ₹ 971.77 Lakhs during the year ended 31 <sup>st</sup> March, 2015.
<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 has just started. As per the principles of Accounting standards, revenues could not be recognized from the same as construction has not reached up to 25%. However the construction activities are in full swing. Hence looking at the response which these projects have witnessed, Company is 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 package of the Whole-time Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the heading “Remuneration Paid/ Payable to the Managing Director and Executive (Whole-time) Directors for the year ended 31<sup>st</sup> March 2015.

Both, Mr. Dinkar Samant and Mr. Nimish Shah 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 Directors in terms of Section 164 of the Act.

Other details as required to be reported in terms of Clause 49 of the Listing Agreement is attached to this Notice and forms a part of the Annual Report.

### ANNEXURE TO THE NOTICE

**Details of the Directors seeking Appointment / Re-appointment at the 32<sup>nd</sup> Annual General Meeting  
(In pursuance of Clause 49 of the Listing Agreement)**

<b>Particulars</b>	<b>Mrs. Kamini Shroff</b>	<b>Mr. Nimish Shah</b>	<b>Mr. Dinkar Samant</b>
<b>Date of Birth</b>	06 <sup>th</sup> December, 1968	11 <sup>th</sup> April, 1974	15 <sup>th</sup> June, 1956
<b>Date of Appointment</b>	30 <sup>th</sup> March, 2015	13 <sup>th</sup> April, 2015	04 <sup>th</sup> August, 2012
<b>Qualifications</b>	B. Com, LL.B.	B.E. (Civil)	Graduate from Sir J.J. College of Architecture with First Class Honors and Masters in Civil Town Planning from Pune
<b>Expertise</b>	Legal consultancy	Real Estate	Real Estate
<b>Directorship in other Companies</b>	NIL	NIL	NIL
<b>Committee Positions in ASL</b>	NIL	<b>Member:</b> 1. Executive Committee 2. Share Transfer Committee	<b>Member:</b> 1. Audit Committee 2. Executive Committee 3. Share Transfer Committee 4. Corporate Social Responsibility Committee
<b>Committee Positions in other Public Limited Companies</b>	NIL	NIL	NIL
<b>Relation between Directors</b>	NIL	NIL	NIL
<b>Number of Shares held in the Company</b>	NIL	NIL	NIL