

## **NOTICE**

**NOTICE** is hereby given that the Thirtieth Annual General Meeting of the Members of Arihant Superstructures Limited will be held on Thursday, 26<sup>th</sup> September, 2013 at 05.00 p.m. at Four Points by Sheraton Plot No. 39/1, 6 to 15, Sector 30A, Vashi, Navi Mumbai, Maharashtra, India - 400 701 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March 2013 and Profit and Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Dinesh Chandra Babel, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Vinayak Nalavde, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s Kailash Chand Jain & Co. Chartered Accountants, Mumbai as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

### **SPECIAL BUSINESS:**

6. 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 198, 269, 309 and other applicable provisions of the Companies Act, 1956, read with sub-paragraph B of Section II of Part II of Schedule XIII to the Act and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and all other statutory approvals and consents as may be required from time to time, and as approved by Board of Directors, approval of Members of the Company be and is hereby granted to re-appoint Mr. Ashok Chhajer as Chairman & Managing Director of the Company for a period of Five (5) years commencing from 15<sup>th</sup> January, 2014 and all the terms and conditions remaining same as set out in the Agreement entered into between the Company and Mr. Ashok K. Chhajer, Chairman & Managing Director.

**RESOLVED FURTHER THAT** subject to the provisions of the Companies Act, 1956, in the event of loss or inadequacy of profits, the remuneration payable to Mr. Ashok Chhajer will be as per the applicable part of Section II of the Schedule XIII to the Act or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to do all such steps, as may be deemed necessary in this matter."

**By Order Of The Board,**  
**Arihant Superstructures Limited**

Sd/-  
**Ashok Chhajer**  
**Chairman & Managing Director**

**Place: Navi Mumbai**  
**Date: 13<sup>th</sup> August, 2013**

### NOTES

1. Details, as required under clause 49(G) of Listing Agreement, in respect of the Directors, seeking re – appointment is appended.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself only on a poll and a proxy need not be a member. The instrument appointing a proxy should be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting. Proxy Form is attached.**
3. The Explanatory Statement as required u/s Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of the notice.
4. M/s T.N.Gala & Associates, Chartered Accountants, the existing Auditors of the Company have expressed their unwillingness to be reappointed as Auditors of the Company in the ensuing Annual General Meeting. The Company has received a special notice from a member signifying his intention to appoint M/s Kailash Chand Jain & Co., Chartered Accountants, Mumbai, from the conclusion of ensuing Annual General Meeting till the conclusion of the next Annual General Meeting. The appointment of Auditors in place of existing Auditors of the Company requires the approval of General Meeting by way of Ordinary resolution. Therefore, the Board recommends to pass necessary resolution by way of ordinary resolution to appoint M/s Kailash Chand Jain & Co., Chartered Accountants, Mumbai.
5. Corporate Members are requested to send a duly certified copy of the Board/ Governing Body Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from, Friday 20<sup>th</sup> September, 2013 to Thursday 26<sup>th</sup> September, 2013 (both days inclusive), for determining the eligibility for payment of Dividend, if declared at the meeting.
7. The dividend will be payable, on or before 26<sup>th</sup> October, 2013 to those Members or their Mandates:
  - (a) Whose names appear at the end of business hours on 19<sup>th</sup> September, 2013 (last trading day before book closure) in the list of Beneficial Owners to be furnished by Depositories (NSDL and CDSL) in respect of the shares held in dematerialised form; and
  - (b) Whose names appear as Members on the Company's Register of Members after giving effect to valid share transfer requests in physical form lodged with Registrar & Share Transfer Agent (RTA) of the Company on 19<sup>th</sup> September, 2013.
8. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agents of the Company, Adroit Corporation Services Pvt. Ltd., 19, Jaferbhoy Industrial Estate, 1<sup>st</sup> floor, Makwana Road, Marol Naka, Mumbai 400 059.
9. Members who hold shares in physical form are requested to notify promptly any change in their addresses to the Registrar and Transfer Agents (RTA) of the Company at the above address always quote their folio numbers in all correspondence with the Company & RTA. In respect of holding in electronic mode, members are requested to notify any changes in addresses to their respective depository participants.
10. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading benefits is permitted only in dematerialized form, electronic transfer, saving in stamp duty, prevention of forgery, etc.
11. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, between 11:00 am to 2:00 p.m. up to the date of the meeting.
12. There is no unclaimed or unpaid dividend lying with the Company requiring an effect of transferring the same to the Investor and Education Protection Fund (IEPF) of the Central Government.
13. The Ministry of Corporate Affairs, Government of India has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies and has issued circulars allowing companies to send official documents to their shareholders electronically. Members are requested to get in touch with the Registrar and Transfer Agent for the said purpose and provide their details, in order to collaborate with the Company in this noble initiative undertaken by the Ministry and Company.

14. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through Electronic Clearing Services (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the company will print the bank account details, as available, on the payment instrument for distribution of dividend. The company will not entertain any direct request from members holding shares on electronic mode for deletion of /change in such bank details. Further, instructions if any, already given by them in respect of share held in physical form mode 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.
15. Members are requested:
  - (a) To bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting;
  - (b) To quote their Folio No./DP Id and Client Id in all correspondence;
  - (c) To note that no gift or gift coupons will be distributed at the meeting.
16. The Company has designated an exclusive email ID called investor@asl.net.in for redressal of shareholders' complaints/grievances. In case you have any complaints/grievances; please write to us at investor@asl.net.in
17. Members seeking any information with regard to Annual Accounts are requested to write to the Company at least one week in advance, so as to enable the Company to keep the necessary information ready.

**By Order Of The Board,**  
**Arihant Superstructures Limited**

Sd/-

**Place: Navi Mumbai**  
**Date: 13<sup>th</sup> August, 2013**

**Ashok Chhajer**  
**Chairman & Managing Director**

**Details of the Directors seeking re-appointment at the 30th Annual General Meeting (AGM)**  
**(In pursuance of Clause 49 of the Listing Agreement)**

<b>Name of the Director</b>	Mr. Dinesh Chandra Babel	Mr. Vinayak Nalavde
<b>Date of Birth</b>	23/07/1943	14/07/1943
<b>Date of Appointment</b>	23/04/2010	11/02/2012
<b>Qualifications</b>	Chartered Accountant and Bachelor of Law	Graduate of Commerce (B.Com) and passed the intermediate level of ICWA.
<b>Expertise</b>	Enriched experience in the field of Management Finance, Taxation, Audit and Costing	Finance, Accounts and Administration
<b>Directorship in other Companies</b>	Capri Global Capital Limited Kusam Electrical Industries Limited	NIL
<b>Committee Positions in ASL</b>	4	4
<b>Committee Positions in other Public Limited Companies</b>	2	Nil
<b>Relation between Directors</b>	Nil	Nil
<b>Number of Shares held in ASL</b>	Nil	Nil

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

### **ITEM NO. 6:**

#### **TO RE-APPOINT MR. ASHOK CHAJER AS CHAIRMAN & MANAGING DIRECTOR**

Members may kindly note that the present term of Mr. Ashok Chhajer as Chairman & Managing Director of the Company entrusted with substantial powers of management to be exercised subject to the superintendence, control and direction of the Board of Directors shall expire on 14th January, 2014.

The Board of Directors of the Company at the meeting held on 13<sup>th</sup> August, 2013 has, subject to the approval of the members, unanimously approved the re-appointment of Mr. Ashok Chhajer as Chairman and Managing Director of the Company w.e.f 15<sup>th</sup> January, 2014 for a period of five (5) years.

All the terms of appointment shall remain unchanged, as approved by the members at the time of his appointment (mentioned in the Agreement entered into by and between Mr. Ashok Chhajer & the Company).

The Board recommends the resolution set out at item no. 6 of the notice for your approval. None of the Directors, except Mr. Ashok Chhajer is in any way, concerned or interested in the resolution set out at item no. 6 of the Notice.

<b>Name of the Director</b>	Mr. Ashok B. Chhajer
<b>Date of Birth</b>	11/09/1969
<b>Date of Appointment</b>	15/01/2009
<b>Qualifications</b>	B.Sc.
<b>Expertise</b>	Real Estate Business
<b>Previous Experience</b>	Real Estate, Edible oil refinery business and cloth trading business
<b>Directorship in other Companies</b>	Arihant Dream House Private Limited Arihant Universal Realty Private Limited Adinath Realty Private Limited Adeshwar Realty Private Limited Abhinandan Agrofarms Private Limited Arihant Paradise Realty Private Limited Arihant Vatika Realty Private Limited Arihant Abode Limited Arihant Gruhnirman Private Limited Arihant Technoinfra Private Limited Arihant Aashiyan Private Limited Arihant Anandi Realty Private Limited Arihant Dwellcons Private Limited
<b>Committee Positions in other Public Limited Companies</b>	N.A.
<b>Number of Shares held in ASL</b>	2,81,51,306

**By Order Of The Board,  
Arihant Superstructures Limited**

Sd/-

**Ashok Chhajer  
Chairman & Managing Director**

**Place: Navi Mumbai  
Date: 13<sup>th</sup> August, 2013**

**NOTICE TO THE SHAREHOLDERS FOR APPOINTING STATUTORY AUDITOR OF  
THE COMPANY OTHER THAN RETIRING AUDITOR**

**NOTICE** is hereby given that the Company has received a Special notice from a member of the Company under Section 225(1) of the Companies Act, 1956, proposing to move the following resolution as an Ordinary Resolution at the forthcoming Annual General Meeting of the Company to be held on Thursday, 26<sup>th</sup> September, 2013 at 5.00 p.m at Four Points by Sheraton Plot No. 39/1, 6 to 15, Sector 30A, Vashi, Navi Mumbai, Maharashtra, India - 400 701

**"RESOLVED THAT** M/s Kailash Chand Jain & Co. Chartered Accountants, Mumbai, be appointed as Statutory Auditors of the Company in place of the retiring Auditors, M/s T.N.Gala & Associates, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration as may be mutually agreed upon between the Board of Directors and M/s Kailash Chand Jain & Co., Mumbai."

**By Order Of The Board,  
Arihant Superstructures Limited**

Sd/-

**Place: Navi Mumbai  
Date: 13<sup>th</sup> August, 2013**

**Ashok Chhajer  
Chairman & Managing Director**

**Note:**

Special Notice referred to in this notice is open for inspection at the Registered Office of the Company between 11.00 a.m. to 2.00 p.m. on all working days upto the date of the Meeting.