

Date: 19<sup>th</sup> February, 2016

To,  
The General Manager,  
**Dept. of Corporate Services,**  
**BSE Ltd.**  
Mumbai

**Subject: Submission of Postal Ballot result in Compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Scrip: 506194**

Dear Sir/Madam,

This is to inform you that in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith in prescribed format the result of voting conducted for passing the resolutions contained in the Postal Ballot Notice of the Company dated 12<sup>th</sup> February, 2016 as passed by the shareholders on 17<sup>th</sup> March, 2016, along with the Scrutinizers' Report.

Kindly take the same in your records.

Thanking You

Yours faithfully

**For, ARIHANT SUPERSTRUCTURES LIMITED**

  
**NAVAL SINGH**  
**COMPANY SECRETARY**



Encl: As above.

**L51900MH1983PLC029643**

302, Persipolis Building,  
Plot No. 74, Sector-17,  
Vashi, Navi Mumbai-400 703.

Tel.: 022 4111 3333  
022 2788 2941-45  
Fax: 022 2788 2946

Website: [www.asl.net.in](http://www.asl.net.in)  
Email : [info@asl.net.in](mailto:info@asl.net.in)

**Format for Voting Results under Regulation 44(3) of SEBI (LODR) Regulations, 2015**

<b>Date of the AGM/EGM/Postal Ballot</b>	17 <sup>TH</sup> MARCH, 2016
<b>Total number of Shareholders on record date</b>	969
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	NA
<b>Promoters and Promoter Group:</b>	NA
<b>Public:</b>	NA
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	NA
<b>Promoters and Promoter Group:</b>	NA
<b>Public</b>	NA

The below mentioned details prevail only to valid votes and the same is counted for the purpose of Postal Ballot result.

1. 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:

<b>Resolution required (Ordinary/Special)</b>	<b>Special Resolution</b>						
<b>Whether Promoter/Promoter Group are interested in the agenda/resolution</b>	<b>No</b>						
<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes Polled</b>	<b>% of Votes Polled on outstanding Shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on Votes Polled</b>	<b>% of Votes against on Votes Polled</b>
<b>Promoter and Promoter Group</b>							
E-Voting	(1)	30497	832229	27.288	8322296	0	100.00
Postal Ballot Papers	(2)	868	6	221754	72.711	2217542	0
<b>Total</b>				24	4	100.00	0.00
<b>Public Institution</b>							
E-Voting	0	0	0	0	0	0	0
Postal Ballot Papers		0	0	0	0	0	0
<b>Total</b>		0	0	0	0	0	0
<b>Public – Non Institution</b>							
E-Voting	10662	231173	2.168	231173	0	100.00	0.00
Postal Ballot Papers	123	183694	1.722	183694	0	100.00	0.00
<b>Total</b>		414867	3.891	414867	0	100.00	0.00
<b>Total</b>		41159	309125	75.10	3091258	0	100.00
		991	87	7			0.00



2. To increase the Borrowing Limit u/s 180(1)(c) of the Companies Act, 2013 upto Rs.1000 Crores.

Resolution required (Ordinary/Special)		Special Resolution						
Whether Promoter/Promoter Group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30497	832229	27.288	8322296	0	100.00	0.00
	Postal Ballot Papers	868	6					
	Total	221754	72.711	2217542	0	100.00	0.00	
Public Institution	E-Voting	24	4					
	Postal Ballot Papers	20	0	304977	99.999	3049772	0	100.00
	Total	304977	99.999	3049772	0	100.00	0.00	
Public – Non Institution	E-Voting	0	0	0	0	0	0	0
	Postal Ballot Papers	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Total	E-Voting	10662	231248	2.168	231248	0	100.00	0.000
	Postal Ballot Papers	123	183694	1.722	183694	0	100.00	0.00
	Total	41159	309126	75.10	414942	3.891	414942	0
		991	62		3091266	0	100.00	0.00



3. To create Charges / Mortgageson, or sell or otherwise dispose of the moveable and immovable properties of the Company, both present and future, in respect of borrowingsupto Rs.1000 Crores:

Resolution required (Ordinary/Special)		Special Resolution						
Whether Promoter/Promoter Group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30497	832229	27.288	8322296	0	100.00	0.00
	Postal Ballot Papers	868	6	221754	72.711	2217542	0	100.00
	Total		24	304977	99.999	3049772	0	100.00
Public Institution	E-Voting	0	0	0	0	0	0	0
	Postal Ballot Papers		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institution	E-Voting	10662	231248	2.168	231248	0	100.00	0.000
	Postal Ballot Papers	123	183694	1.722	183694	0	100.00	0.00
	Total		414942	3.891	414942	0	100.00	0.00
Total		41159	309126	75.10	3091266	0	100.00	0.00
		991	62	2				



4. To approve the material related party transaction of providing Corporate Guarantee to the subsidiary company ArihantVatika Realty Private Limited for the Non-Convertible Debentures issued by them:

<b>Resolution required (Ordinary/Special)</b>	Ordinary Resolution							
<b>Whether Promoter/Promoter Group are interested in the agenda/resolution</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes Polled</b>	<b>% of Votes Polled on outstanding Shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on Votes Polled</b>	<b>% of Votes against on Votes Polled</b>
<b>Promoter and Promoter Group</b>	E-Voting	(1) 30497	(2) 0	(3)=[(2)/(1)*100 0.00	(4) 0	(5) 0	(6)=[(4)/(2)]*100 0.00	(7)=[(5)/(2)]*100 0.00
	Postal Ballot Papers	868	0	0.00	0	0	0.00	0.00
	Total	0	0.00	0	0	0	0.00	0.00
<b>Public Institution</b>	E-Voting	0	0	0.00	0	0	0.00	0.00
	Postal Ballot Papers		0	0.00	0	0	0.00	0.00
	Total	0	0.00	0	0	0	0.00	0.00
<b>Public – Non Institution</b>	E-Voting	10662	231248	2.168	231248	0	100.00	0.00
	Postal Ballot Papers	123	183694	1.722	183694	0	100.00	0.00
	Total		414942	3.891	414942	0	100.00	0.00
<b>Total</b>		41159	414942	1.008	414942	0	100.00	0.00



# 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 12<sup>th</sup> 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 30<sup>th</sup> January, 2016 for the purpose of scrutinizing the postal ballot process for the following items specified in the Notice dated 12<sup>th</sup> 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](mailto:rhsassociates1@gmail.com)



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Borivali (East), Mumbai 400 066

meanson the Resolution(s) contained in the Notice for the postal ballot dated 12<sup>th</sup> 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, 17<sup>th</sup> 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 12<sup>th</sup> February, 2016 to its members, for passing of ordinary & / or special resolution(s) mentioned in the said Notice. The Company has, on 15<sup>th</sup> 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, 12<sup>th</sup> 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, 17<sup>th</sup> March, 2016 or through electronic voting facility which was kept open from 9.00 a.m. on Tuesday, 16<sup>th</sup> February, 2016 to 5.00 p.m. on Thursday, 17<sup>th</sup> 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, 16<sup>th</sup> 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

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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, 17<sup>th</sup> March, 2016, and electronic votes recorded from 9.00 a.m. on Tuesday, 16<sup>th</sup> February, 2016 up to 5.00 p.m. on Thursday, 17<sup>th</sup> 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, 12<sup>th</sup> 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, 17<sup>th</sup> 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.

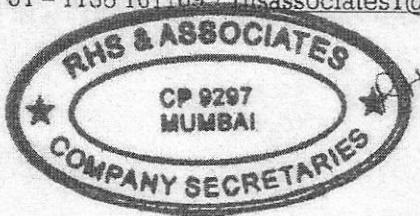
*Sucheta S. Kamath*  
\_\_\_\_\_  
Sucheta S. Kamath

*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

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# RHS & Associates

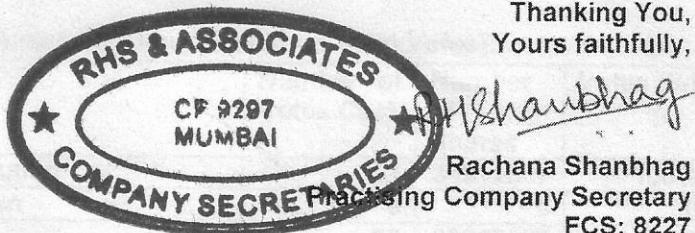
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2. To increase the Borrowing limit u/s 180(1) (c) of the Companies Act, 2013 up to Rs. 1000 Crores.	Passed as a Special Resolution UNANIMOUSLY
3. To create Charges / Mortgages on, or sell or otherwise dispose of the moveable and immoveable properties 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

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## ANNEXURE A TO SCRUTINISER REPORT DATED 19.03.2016

### Resolution No. 1 – Special Resolution:

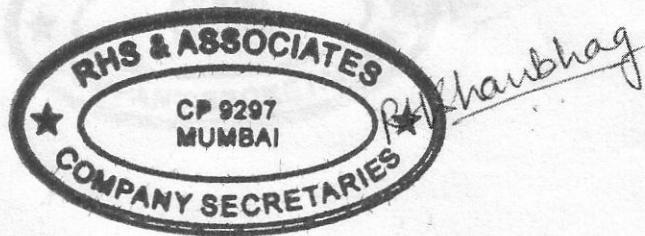
To increase the limits u/s 186(2) of the Companies Act, 2013 for extending loans, providing guarantees or giving securities for loans taken by any person or body corporate.

	Physical Forms	Ballot	Electronic Voting	TOTAL
<b>I. Total Votes/ Forms Received</b>				
Total Shareholders	25	74	99	
Total No. of Votes	22494908	8553469	31048377	
<b>II. Invalid/ Abstained / Mismatched Votes</b>				
Total Shareholders	12	0	12	
Total Votes	135790	0	135790	
<b>III. Valid Votes</b>				
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
<b>TOTAL</b>	<b>87</b>	<b>30912587</b>	<b>100%</b>

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



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## Resolution No. 2 – Special Resolution

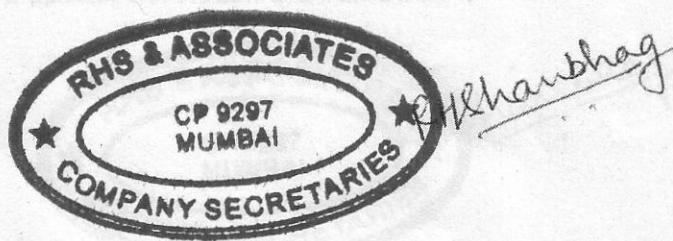
To increase the Borrowing limit u/s 180(1) (c) of the Companies Act, 2013 up to Rs. 1000 Crores

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

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



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## 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
<b>I. Total Votes/ Forms Received</b>				
Total Shareholders		25	75	100
Total No. of Votes	22494908		8553544	31048452
<b>II. Invalid/ Abstained/ Mismatched Votes</b>				
Total Shareholders		12	0	12
Total Votes	135790		0	135790
<b>III. Valid Votes</b>				
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
<b>TOTAL</b>	<b>88</b>	<b>30912662</b>	<b>100%</b>

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



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## 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
<b>I. Total Votes/ Forms Received</b>				
Total Shareholders	25	73		98
Total No. of Votes	22494908	6414554		28909462
<b>II. Invalid/ Abstained/ Mismatched Votes</b>				
Total Shareholders	14	2		16
Total Votes	22311214	6183306		28494520
<b>III. Valid Votes</b>				
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
<b>TOTAL</b>	<b>82</b>	<b>414942</b>	<b>100%</b>

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

