

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

Date of the AGM/EGM/Postal Ballot	27 th June, 2016					
Total number of Shareholders on record date	969					
No. of Shareholders present in the meeting either in person or through proxy:	NA					
Promoters and Promoter Group:	NA					
Public:	NA					
No. of Shareholders attendend the meeting through Video Conferencing:	NA					
Promoters and Promoter Group:	NA					
Public	NA					

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

1. *To approve the scheme of Amalgamation of Adeshwar Realty Private Limited with Arihant Superstructures Limited under Section 391 to Section 394 of the Companies Act, 1956*

Resolution required (Ordinary/Special)		Ordinary Resolution							
Category	Whether Promoter /Promoter Group are interested in the agenda/Resolution	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
			(1)	(2)	(3)=[(2)/(1)*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30,49	7,868						NA
Total	Postal Ballot Papers								
Public Institution	E-Voting	969,1	0	0	0	0	0	0	0
	Postal Ballot Papers	51	0	0	0	0	0	0	0
Total		0	0	0	0	0	0	0	0
Public – Non Institution	E-Voting	9,692,	125,727	1.30	125,727	0	100.00	0.00	0.00
	Postal Ballot Papers	972	116,797	1.20	116,797	0	100.00	0.00	0.00
Total		242,524	2.50	242,524	0	100.00	0.00	0.00	0.00
Total		41,15	242,524	0.59	242,524	0	100.00	0.00	0.00
		9,991							



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Practicing Company Secretaries

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SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 respectively of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015)

To,
The Board of Directors,
Arihant Superstructures Limited
302, Persepolis Building,
Plot No. 74, Sector 17,
Vashi, Navi Mumbai – 400703

Kind Attention: Shri Ashok Chhaier, Chairman & Managing Director

1. We, RHS & Associates, Company Secretaries, Mumbai, have been appointed as a Scrutinizer by the Board of Directors of the Company through a Resolution dated 30th April, 2016 for the purpose of scrutinizing the postal ballot process comprising:
 - (1) Postal Ballot voting pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.
 - (2) E-voting facility provided to the Members under the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Postal Ballot process (including e-voting) was conducted for the Public Shareholders i.e (Non- Promoters) only, for passing the following Resolution with requisite majority as required under Circular No CIR/CFD/DIL/5/2013 dated February 04, 2013 read with Circular No. CIR/CFD/DIL/8/2013 issued by SEBI (hereinafter referred to as "SEBI Circulars") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:



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Item No. 1:

APPROVAL OF THE SCHEME OF MERGER BETWEEN ARIHANT SUPERSTRUCTURES LIMITED (HEREINAFTER REFERRED TO AS "THE COMPANY") AND ITS WHOLLY-OWNED SUBSIDIARYADESHWAR REALTY PRIVATE LIMITED (HEREINAFTER REFERRED TO AS "ARPL") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

"RESOLVED THAT pursuant to Circular No CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India, the No Objection/Approval letter issued by the BSE Limited, dated 29th May, 2015, applicable provisions of the Companies Act, 1956 including Section 391-394 of the Companies Act, 1956 and other applicable enactments, rules, regulations and guidelines, and subject to the sanction by Hon'ble High Court of Judicature at Mumbai, the Scheme of Amalgamation of the Company's wholly-owned subsidiary, Adeshwar Realty Private Limited (CIN: U70102MH2006PTC166339), with the Company, a copy whereof is enclosed with the Postal Ballot Notice, be and is hereby approved and agreed to, with or without modifications and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Judicature at Mumbai while sanctioning the Scheme, or by any other authorities under applicable law, on terms and conditions and other details mentioned in the said Scheme of Amalgamation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as are considered requisite or necessary including delegating all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or Whole-time Director or any Director(s) or any other Officer(s) of the Company, to give effect to this Resolution."

3. We have consented to act as the Scrutinizer of the Company vide consent letter dated 29th April, 2016.
4. 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 means on the Resolution(s) contained in the Notice for the postal ballot dated 30th April, 2016.



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5. Our responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution 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 Monday, 27th June, 2016 and also to ensure that the voting is conducted in a fair & transparent manner.
6. The Company has confirmed that the dispatch of Postal Ballot Forms, along with self-addressed postage ((In the name of RTA) prepaid business reply envelope to its Members whose name(s) appear on the Register of Members / List of Beneficiaries as on the record date, 20th May, 2016 was completed on Friday, 27th May, 2016.
7. The Postal Ballot Notice, along with Ballot Form and Instruction kit was sent via email to those shareholders whose email IDs are registered with Adroit Corporate Services Private Limited, the Registrar and Share Transfer Agents of the Company, by NSDL, on behalf of the Company in a secure and permissible manner.
8. The Company had published an advertisement on 28th May, 2016 in Free Press Journal (English newspaper) and Navshakti (Marathi newspaper), containing the information as specified in the Companies (Management and Administration) Rules, 2014.
9. The votes cast by the shareholders through the e-voting facility were scrutinized using the scrutinizer's login on the NSDL's e-voting website.
10. The Postal Ballot Forms were kept in safe custody before commencement of scrutiny of such forms.
11. The Postal Ballot Forms were duly opened in the presence of Authorised representatives and were scrutinized and the shareholdings were matched / confirmed with the Register of Members of the Company / list of beneficiaries as on record date, i.e. Friday, 20th May, 2016 as made available by the Adroit Corporate Services Private Limited, the Registrar and Share Transfer Agent of the Company.



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12. The Report of Shareholders through e-voting facility was generated after 5.00 pm on Monday, 27th June, 2016 in the presence of two witnesses Ms. Sucheta Kamath and Ms. Mona Vora, both of whom are not employees of the Company and whose signatures are affixed below:

Mona Vora

Sucheta Kamath

13. Particulars of all the postal ballot forms received from the Members and the electronic votes have been entered in a separate register maintained for the purpose.
14. All postal ballot forms received and electronic votes cast upto 5.00 pm on Monday, 27th June, 2016, the last date and time fixed by the Company for receipt of votes, were considered for my scrutiny.
15. No Envelopes containing Postal Ballot Forms received thereafter.
16. I have not found any defaced or mutilated ballot paper.
17. With reference to the above, I submit my Report as hereunder:
- a. The issued, subscribed and paid-up share capital of the Company is Rs. 41,15,99,910 comprising of 4,11,59,991 equity shares of Rs. 10/- each.
- b. As on 20th May, 2016 there were 962 Public Shareholders i.e. Non-Promoter Shareholders comprising of 1,06,62,123 Equity Shares of the Company and 25.9% of the paid-up share capital of the Company.



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- c. On Friday, 27th May, 2016, the Company completed dispatch of Postal Ballot Notice dated 30th April, 2016 containing the proposed Resolution along with the Explanatory Statement and the Annexures thereto to 962 Members as on record date by email and speed post as under:

- To 516* Members by emailing the same to their email addresses registered against their account and
- To 516* Members by posting the same by Speed Post / Registered Post along with the Postal Ballot Form and self-addressed postage prepaid envelope.
(*some shareholders have received both the email, and the hard copy of the Postal ballot Notice & Form by way of speed post)

Out of the total 969 Members, 7 are Promoter Members holding 3,04,97,868 Shares and 962 are non-promoter public Members holding 1,06,62,123 shares.

18. There were no votes cast by promoters. Only votes cast by non-promoter public shareholders have been considered.
19. We have not received Postal Ballot sent by any Members holding shares who are not Shareholders / Members as on record date, i.e. 20th May, 2016.
20. There were Total 41 shareholders who casted their vote, out of which 20 cast their votes by Postal Ballot and 21 cast their votes by e-voting.
21. Out of the 41 members who have voted on the Resolution, Postal Ballot form of 3 members comprising of 6,13,019 shares were considered invalid on account of:
 - (a) Signature Difference
 - (b) Option not exercised and
 - (c) Postal Ballot not signed

These Postal Ballot forms, after scrutiny have been declared invalid on account of the above reasons and shall be handed over to the Company, after the declaration of the results by the Chairman.



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22. The combined result of Postal Ballot through e-voting and postal ballot forms is as under:

Resolution No. 1 – Ordinary Resolution

To approve the scheme of Amalgamation of Adeshwar Realty Private Limited with Arihant Superstructures Limited under Section 391 to Section 394 of the Companies Act, 1956

	Physical Ballot Forms	Electronic Voting	TOTAL
I. Total Votes/ Forms Received			
Total Shareholders			
Total No. of Shares held	20	21	41
Total No. of Votes cast	7,29,816	1,25,727	8,55,543
II. Invalid/ Abstained/ Mismatched Votes			
Total Shareholders			
Total Votes	3	0	3
Total Shareholders			
Total Votes	6,13,019	0	6,13,019
III. Valid Votes			
Total Shareholders			
Total Votes	17	21	38
	1,16,797	1,25,727	2,42,524

Consolidated Result of Voting (Based on Valid Votes):

	Total number of shareholders	Number of Shares	Total Number of Votes Cast	Votes in favour (%)
Total Votes Cast In Favor of the Resolution	38	2,42,524	2,42,524	100%
Total Votes Cast Against the Resolution	0	0	0	0
TOTAL	38	2,42,524	2,42,524	100%

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

*Promoters and Promoter Group are not eligible to vote.



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23. In view of the above results, I hereby certify that the Ordinary Resolution proposed at item No. 1 has been passed with requisite majority.

24. The Postal Ballot Forms and other relevant papers / register and records shall be handed over to Mr. Naval Kishore Singh, Company Secretary of the Company, for safe custody after the declaration of results by the Chairman on 29th June, 2016 at 5.00 PM at the Registered Office of the Company.

For, RHS & Associates
Company Secretaries

Date: 28th June, 2016
Place: Mumbai

CS Ankita Srivastav
Associate (ACS-44896)

