

**AARYA GLOBAL SHARES AND SECURITIES LIMITED**

[CIN: L51909MH1986PLC221031]

**Registered Office:** 302, Vikas Commercial Complex, Vikas Paradise, Bhakti Marg,  
Mulund (West), Mumbai-400080.

**Email:** info@aryaglobal.net, **Website:** [www.aryaglobal.net](http://www.aryaglobal.net), **Phone:** 25905055, **Fax:** 25905056

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Dear Member,

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the Resolution appended below is proposed to be passed as a special resolution by way of postal ballot / electronic voting. The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said Resolution, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

According to Section 180(1)(a) of the Companies Act, 2013, sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a special resolution. The Company proposes to sell / dispose off its investment in subsidiary company – AARYA EQUITY (INDIA) PRIVATE LIMITED for a consideration not exceeding RS. 50,00,00,000/- (Rupees Fifty Crores Only). The Company is therefore seeking your consent for the said proposals as contained in the Special Resolution appended below. An Explanatory Statement pertaining to the Resolution setting out all material facts and the reasons for which such Resolution is proposed is also annexed. As per Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 ("Rules"), the consent of the Company's shareholders for the above purpose is required to be obtained by means of a postal ballot. Accordingly, the said Special Resolution and the Explanatory Statement is being sent to you along with the Form for your kind consideration. Further, as per the provisions of the Act, read with the Rules and the Listing Agreement, the Company is required to provide to its members facility to exercise their right to vote by electronic means. Accordingly, instructions for e-voting have been provided hereunder. Rule 22 of the Rules specify that any consent or otherwise received after thirty days from the date of dispatch of this notice shall be treated as if the reply from the member has not been received. Practically, viewing the time frame of counting thirty days from the date of dispatch of this notice, it would be advisable to mail your Form at the Company's Registered Office latest by 25<sup>th</sup> February 2016. You are requested to carefully read the instructions printed on the accompanying Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 p.m. on 25<sup>th</sup> February 2016 to be eligible for being considered, failing which, it will be considered that no reply has been received from the Member. The Board of Directors has appointed Mr. Divya Momaya of D.s. Momaya & Co, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot / Electronic Voting process in a fair and transparent manner. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the notes to the Postal Ballot Notice. Upon completion of the e-voting process and the scrutiny of Forms, the Scrutinizer will submit her report to the Chairman / Managing Director / Director. The result of the Postal Ballot would be announced by a

Director or the Company Secretary of the Company on or before 29<sup>th</sup> February 2016. The said results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and Registrar & Share Transfer Agent and displayed along with the Scrutinizer's report on the Company's website viz. [www.aryaglobal.net](http://www.aryaglobal.net), and also on the website of the agency providing e-voting facility i.e. National Security Depository Limited ("NSDL"). The date of declaration of the result of the postal ballot shall be the date on which the appended resolution would be deemed to have been passed, if approved by requisite majority. The Members are requested to consider and, if thought fit, pass the following resolution as a Special Resolution. The Resolution will be deemed to have been passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority.

By Order of the Board of Directors

Place : Mumbai  
Date : 20.01.2016

By Order of the Board of Directors  
For Aarya Global Shares And Securities Limited

Sd/-  
**Bhavesh Makwana**  
Managing Director  
Din: 00459316

For Aarya Global Shares And Securities Limited  
*Bhavesh*  
Director

### **PROPOSED SPECIAL RESOLUTION**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a  
**Special Resolution:**

**"RESOLVED THAT** in supersession of the previous resolution consent of the members be and is hereby accorded pursuant to section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage and/or charge in all or any part of movable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company together with power to take over the management of the business and concern of the Company in certain events to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings and to sell, or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or *where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s)* / interest on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit provided that the maximum limit of the obligations secured by such security interest created by the Company or such sell of substantial interest/ undertaking does not exceed Rs. 50,00,00,000/- (Rupees Fifty Crore only) at any one time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution."

**Place :** Mumbai  
**Date :** 20.01.2016

By Order of the Board of Directors  
For Aarya Global Shares And Securities Limited

Sd/-  
**Bhavesh Makwana**  
Managing Director  
Din: 00459316

*For Aarya Global Shares And Securities Limited*  
*Bhavesh*  
*Director*

### **ANNEXURE TO NOTICE**

1. The Explanatory Statement for the proposed Special Resolution pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 15th January 2016.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company as on 15th January 2016.
4. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members through courier.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an option to all the

Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.

6. The Postal Ballot Notice is placed in the 'Investor's Relations' section on the Company's website: [www.aryaglobal.net](http://www.aryaglobal.net)
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [info@aryaglobal.net](mailto:info@aryaglobal.net). The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
10. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. The Scrutinizer will submit her report to the Chairman / Managing Director / Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized, on or before 29<sup>th</sup> February 2016 at the Registered Office of the Company and will also be displayed on the Company website viz. [www.aryaglobal.net](http://www.aryaglobal.net), and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
13. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till closing of the e-voting facility.
15. Voting through electronic means:

#### **E-voting:**

##### **1. Voting through electronic means:**

(i) According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.

(ii) In compliance with provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote by electronic means for the resolutions to be passed through postal ballot and through e-Voting Services provided by National Securities Depositories Limited (NSDL).

(iii) A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 /22 of the Companies (Management and Administration) Rules, 2014.

(iv) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.

(v) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut off date i.e 15<sup>th</sup> January 2016.

(vi) A person whose name is recorded in Register of members or in the register of beneficial owners maintained by the depositories as on the cut off date i.e 15<sup>th</sup> January 2016 only shall be entitled to avail the facility of remote e-voting.

(v) The e-Voting shall remain open from 25<sup>th</sup> January 2016 (9.00 am) and ends on 25<sup>th</sup> February 2016 (5.00 p.m.). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

(vi) The Board of Directors at their meeting have appointed Ms. Divya Momaya, Proprietor of M/s D.S. Momaya & Co, Company Secretaries as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.

(viii) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(ix) The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://aryaglobal.net> and on the website of NSDL within two(2) days of passing of the Resolution through postal ballot results of which will be declared by the Chairman on 29<sup>th</sup> February 2016 and communicated to the BSE Limited.

(x) Vote once casted by the member cannot be changed/altered.

## **2. The instructions for e-voting are as under:**

(i) The Notice of postal ballot inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the members. Initial logging ID and password is provided at the bottom of the Attendance Slip/ Proxy Form for the AGM.

**EVEN (E Voting Event Number) USER ID PASSWORD/PIN**

(ii) NSDL shall also be sending the User-Id and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email address, can use the details as provided above.

(iii) Launch internet browser by typing the following URL: <https://www.evoting.NSDL.com/>

(iv) Click on Shareholder – Login

(v) Put user-Id and Password as initial password noted in step (ii) above. Click Login.

(vi) Password change menu appears. Change the password 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.

(vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.

(viii) Select "EVEN" of **AARYA GLOBAL SHARES AND SECURITIES LIMITED**.

(ix) Now you are ready for e-Voting as Cast Vote page opens.

(x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(xi) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xii) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xiii) 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 [evoting@NSDL.co.in](mailto:evoting@NSDL.co.in) with a copy marked to [evoting@NSDL.co.in](mailto:evoting@NSDL.co.in).

(xiv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of [www.evoting.NSDL.com](http://www.evoting.NSDL.com).

(xv) If you are already registered with NSDL for e-voting then you can use your existing user-Id and password for casting your vote.

(xvi) 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).

(xvii) The e-Voting period commences on 25<sup>th</sup> January 2016 (9.00 a.m.) and ends on 25<sup>th</sup> February 2016 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of i.e. 15<sup>th</sup> January 2016, may cast their vote electronically. The e-Voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder will not be allowed to change it subsequently.

(xviii) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity sharecapital of the Company as on, 15<sup>th</sup> January 2016.

(xix) Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 15<sup>th</sup> January 2016 and not casting their vote electronically, may cast their vote at the Annual General Meeting.

**Explanatory Statement pursuant to section 102 of the Companies Act, 2013:**

The company proposes to sell off its entire investment of 8,90,000 equity shares of Rs 10/- each in AARYA EQUITY (INDIA) PRIVATE LIMITED which is material subsidiary Company of the Company as the subsidiary company is not in a position to survive /sustain the competition and market fluctuations and during the year under review, Aarya Equity (India) Private Limited has in its Board meeting dated 30/03/2015 resolved to surrender its trading membership with National Stock Exchange (NSE) and Bombay Stock Exchang (BSE). As the subsidiary will not bring further growth to the Company, your Directors feel it prudent to withdraw investment from the Subsidiary and your Board of Directors considers the proposed sale in the best interest of the Company and as this will amount to sell of substaintial interest in undertaking by the Company, your Directors propose resolution under section 180 (1) (a) of the Companies Act 2013 for the approval of the shareholders. The proceeds received on transactions referred above would provide financial flexibility to pusue new growth opportunities for business. The company at the same time is in the process of locating other viable projects for the Company to sustain its performance and growth.

The Board commends the Resolutions at Item No.1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution at Item No 1 of the accompanying Notice except to the extent of their shareholding in the company.

**Place :** Mumbai  
**Date :** 20/01/2016

By Order of the Board of Directors  
For Aarya Global Shares And Securities Limited

**Sd/-**  
**Bhavesh Makwana**  
Managing Director  
Din: 00459316

For Aarya Global Shares & Securities Limited

*Bhavesh*

**Director**

**AARYA GLOBAL SHARES AND SECURITIES LIMITED**

[CIN: L51909MH1986PLC221031]

**Registered Office:** 302, Vikas Commercial Complex, Vikas Paradise, Bhakti Marg,  
Mulund (West), Mumbai-400080.**Email:** info@aryaglobal.net, **Website:** www.aryaglobal.net, **Phone:** 25905055, **Fax:** 25905056**POSTAL BALLOT FORM**

Name and Registered Address of the Sole/first named shareholder (in block letters)	
Name(s) of the joint holder(s), If any (in block letters)	
Registered Folio no. /DP Id* & Client Id* No. (*Applicable to investors holding shares in dematerialized form)	
Number of Shares held. (Equity Shares of Rs. 10/- each)	
I/we hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said Resolutions by placing (√) mark at the appropriate box below.	

Item No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings provided that the maximum limit does not exceed Rs. 50,00,00,000/- (Rupees Fifty Crore only) at any one time.			

**Place:****Date:**

(Signature of the Shareholder)



### Electronic voting particulars

The E-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

<b>EVEN (E-Voting Event Number)</b>	<b>User ID</b>	<b>Password</b>

The E-voting facility will be available during the following voting period:

<b>Commencement of E-voting</b>	<b>End of E-voting</b>
January 25, 2016 (9.00a.m.)	February 25, 2016(5.00 p.m)

**Notes :**

1. Please read the instructions printed below carefully before filling this Form and for E-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is February 25, 2016 till 5.00 p.m.