

September 30th, 2015

To,
Corporate Relationship Department,
The Bombay Stock Exchange Limited,
Dalal Street,
Mumbai - 400 001

Sub: **Proceedings of the 28th Annual General Meeting held on 30th September 2015.**

Dear Sir/Madam,

With reference to the above, please find enclosed herewith the Proceedings of the 28th Annual General Meeting of the shareholders of the Company, **AARYA GLOBAL SHARES AND SECURITIES LIMITED** held on 30th September, 2015 for your kind record and circulation among the stakeholders.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For **AARYA GLOBAL SHARES AND SECURITIES LIMITED**
For Aarya Global Shares & Securities Limited

M. N. Rathod
Director

Director

Encl :a/a

PROCEEDINGS OF THE 28th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE AARYA GLOBAL SHARES AND SECURITIES LIMITED HELD ON 30th SEPTEMBER 2015 AT 11.00 A.M AT 302, VIKAS COMMERCIAL COMPLEX,VIKAS PARADISE, BHAKTI MARG, MULUND (WEST), MUMBAI-400080

PRESENT

- | | |
|-----------------------------|------------------------------|
| 1. Mr. Navin D Rathod | Chairman, Executive Director |
| 2. Mr. Bhavesh P Makwana | Managing Director |
| 3. Mrs. Meeta Rathod | Executive Director |
| 4. Mr. Tejas N Mehta | Independent Director |
| 5. Ms. Vandana M Bhanushali | Independent Director |
| 6. Mr. Sagar Ruparelia | Independent Director |

IN ATTENDANCE:

M/s Bhadresha Sanghvi & Associates, Chartered Accountants, Auditor of the Company

Representative of Divya Momaya, Practicing Company Secretary (Proprietor of D.S Momaya & Co)- Scrutiniser

MEMBERS PRESENT:

19 members in person and through proxy were present in person.

Chairman Of The Meeting:

Mr. Navin Rathod, Director of the company was unanimously elected as the Chairman and he took the chair and presided over the meeting.

QUORUM:

Quorum being present, the Chairman called the meeting to order.

NOTICE AND CHAIRMAN SPEECH:

Mr. Naveen Rathod was appointed as the Chairman of the Meeting by the members present. Mr. Naveen Rathod chaired the meeting and announced that since the requisite quorum for

the meeting was present, the formal proceedings of the meeting could commence. He then extended a warm welcome to the members present.

The chairman announced that 3 proxy forms were received. He further stated that the registrar of proxies and the Register of Director's shareholding were open for inspection of the members during the meeting.

With the consent of the members present, the notice convening the meeting along with the audited accounts and the directors' report were taken as read.

Thereafter the chairman read out the Auditors' report and the Annexure to the Auditors' report was taken as read with the permission of the members.

The chairman later addressed the members with a brief speech on the Company and Industry Scenario. He further took up the issues raised by the shareholders one by one and gave replies to the satisfaction of the members.

All the resolutions as per the notice convening the AGM were then passed as detailed below:

1. Approval of the Accounts for the year 2014-2015:

"RESOLVED THAT the Audited Balance Sheet and Profit & Loss A/C for the year ending March 2015 and the Director's Report along with the enclosures and Auditor's Report thereon along with all the annexure be and hereby be approved and adopted."

After considering the poll and e-voting results, , the Chairman declared the resolution as carried unanimously.

2. Re-Appointment of Mr. Navin Rathod as the Director of the Company

"RESOLVED THAT Mr. Navin Rathod, a Director liable to retire by rotation, be re-appointed as the director of the Company."

After considering the poll and e-voting results, , the Chairman declared the resolution as carried unanimously.

3. Re-appointment of M/s Bhadresh Sanghvi & Associates, Chartered Accountants, as Auditors of the Company

“RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 3 of the Companies (Audit and Auditors) Rules 2014, M/s Bhadresh Sanghvi & Associates, Chartered Accountants who have expressed their willingness to get re-appointed which has been duly approved by the Audit Committee and the Board of Directors in their respective meetings held on 4th September, 2015 be and are hereby appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this meeting till the conclusion of the 6th Annual General Meeting, with this meeting being counted as the first meeting.”

“RESOLVED FURTHER THAT appointment of the Auditor shall be subject to the ratification at each annual general meeting held after forthcoming annual general meeting.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to file form ADT-1 with the Registrar of Companies with the prescribed time.”

After considering the poll and e-voting results, , the Chairman declared the resolution as carried unanimously.

4. To increase the limits of the borrowings for business growth:

“RESOLVED THAT in supersession of the previous resolution to this effect and subject to the provisions of section 180(1)(c) of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors of the company to raise or borrow from time to time such sum or sums as they may deem appropriate for the purposes of the company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from company’s bankers in the ordinary course of business) will exceed the paid-up capital of the company and free reserves not set apart for any specific purpose. Provided that the total amount upto which monies may be borrowed by the Board of

Directors shall not exceed the 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.”

After considering the poll and e-voting results, , the Chairman declared the resolution as carried unanimously..

5. Sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company U/s.180(1)(a) of the Companies Act'2013

The shareholders have approved this resolution to sell substantial undertaking/ interest of the company in its subsidiary, Aarya Equity (I) Pvt Ltd through e-voting process & physical ballot process at the AGM. However, as required under company law, the same would be passed through postal ballot mechanism as well in due course.

“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.”

After considering the poll and e-voting results, , the Chairman declared the resolution as carried unanimously.

6. To invest funds of the Company under section 186 of the Companies Act 2013

“RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to invest/acquire the securities of any body corporate by way of subscription/purchase or otherwise, upto a sum of Rs. 50,00,00,000/- (Rupees Fifty crore), notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/will exceed the limits laid down by the Act.

RESOLVED FURTHER that the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively “transactions”) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.”

After considering the poll and e-voting results, , the Chairman declared the resolution as carried unanimously.

7. Vote of thanks :

Thereafter being no other resolution/ item on the agenda to be considered and passed by the shareholders of the Company, the meeting was declared as concluded with a vote of thanks to the Chair and Shareholders.

M. N. Rathod

M. N. Rathod

Place: Mumbai
Date: 30TH September 2015

Chairman & Executive Director