

March 29, 2024

To,  
The Listing Department  
**National Stock Exchange of India  
Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
**Scrip Code: ARSHIYA**

To,  
The Corporate Relationship Department  
**BSE Limited**  
P. J. Towers, Dalal Street,  
Mumbai - 400 001  
**Scrip Code: 506074**

**Sub: Intimation under regulation 30 of Listing Regulations - Notice of Postal Ballot.**

In continuation to our communication dated March 28, 2024 regarding outcome of Board Meeting and Pursuant to Regulations 30, 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), we here by enclose Notice of Postal Ballot ('**Notice**') dated 28<sup>th</sup> March, 2024 along with the explanatory statement, soliciting approval of Members of the Company by way of special resolution through remote e-voting process ('**e-voting**') for shifting of the Registered Office of the Company within the state of Maharashtra but outside the local limits of the city of Mumbai.

In terms of various circulars issued by Ministry of Corporate Affairs and considering the need to respect our environment, the Notice is being sent only by electronic mode to those members whose email addresses are registered with the company / depositories, as on Friday, March 22, 2024 ('**Cut-off date**'). Physical copies of the Notice, postal ballot forms etc., are not being sent to members for this postal ballot. The assent or dissent on the above resolution can be communicated by the members through e-voting platform only.

The e-voting will commence on Monday, April 1, 2024 at 09:00 hours and will end on Tuesday, April 30, 2024 at 17:00 hours. The results of the postal ballot will be declared on or before Friday, May 3, 2024, 17:00 hours IST.

The Notice is also being uploaded on the website of the Company i.e. [www.arshiyalimited.com](http://www.arshiyalimited.com) and on the website of NSDL <https://evoting.nsdl.com>.

Kindly take the same on your record.

**For Arshiya Limited**

AJIT

DABHOLKAR

Ajit Dabholkar

Digitally signed by  
AJIT DABHOLKAR  
Date: 2024.03.29  
12:51:44 +05'30'



**Company Secretary & Compliance Officer**

ICSI Membership No: F4424

**Arshiya Limited**



# ARSHIYA LIMITED

**Reg. Off:** 205 and 206 (part), 2<sup>nd</sup> Floor, Ceejay House,  
Shiv Sagar Estate, F - Block, Dr. Annie Besant Road, Worli, Mumbai – 400 018

**Website:** [www.arshiyalimited.com](http://www.arshiyalimited.com); **Investor Relation Contact:** [teamsecretarial@arshiyalimited.com](mailto:teamsecretarial@arshiyalimited.com)

**CIN:** L93000MH1981PLC024747 **Tel:** +91 22 4230 5500/502 **Fax:** +91 22 4230 5555

## Notice of Postal Ballot

NOTICE is hereby given that pursuant to the provisions of Section 110 and Section 108 of the Companies Act, 2013 (**'the Act'**) and read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated May 5, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020 and 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (**'MCA Circulars'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**) and other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below, is proposed for approval of the members of the Company as on the Cut-off Date, through postal ballot (**'the Postal Ballot'**) only by way of remote e-voting process (**'e-voting'**).

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the said resolution setting out the material facts and the reasons / rationale thereof form part of the Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for facilitating e-voting.

The Board of Directors, at its meeting held on 28th March 2024, has appointed CS (Mrs.) Sejal Soni (ICSI Membership No. ACS 47193), Proprietor of M/s. Sejal Soni & Associates., Practicing Company Secretaries (ICSI COP No. 17441), as the scrutinizer (**'Scrutinizer'**) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

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

Commencement of e-voting period	9.00 a.m. IST on Monday, April 1, 2024
Conclusion of e-voting period	5.00 p.m. IST on Tuesday, April 30, 2024
Cut-off date for eligibility to vote	Friday, March 22, 2024

The remote e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Tuesday, April 30, 2024, and will be disallowed thereafter.

The Scrutinizer will submit his/her report to the Company Secretary and Compliance Officer (“**the Company Secretary**”) or any other person authorized by the Board, and the result will be announced within 48 working hours from the conclusion of the e-voting period i.e. on or before 5.00 PM IST on Friday, May 3, 2024. The result declared along with the Scrutinizer’s report shall be communicated to the Stock Exchanges in the manner provided in the Postal Ballot Notice. In the event, the proposed resolution is assented to by a requisite majority of the members by means of Postal Ballot, the last date of e-voting, i.e. April 30, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**Item No. 1: Shifting of Registered Office of the Company**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 12 of the Companies Act, 2013 and Rules made there under and any other applicable provisions, subject to the approval of the Registrar of Companies (ROC), Mumbai, Maharashtra and any other relevant authority, the consent of the Members of the company be and is hereby accorded for shifting the Registered Office from its present location at 205, 206(Part), 2nd Floor, Ceejay House, Shiv Sagar Estate, F Block, Dr. Annie Besant Road, Worli, Mumbai – 400 018, India to Arshiya FTWZ, CO-1, Survey Nos. 178/3 & 178/4, At Post - Sai Village, Taluka - Panvel, District – Raigad, Pin code – 410 221, within the state of Maharashtra but outside the local limits of the city of Mumbai and falls under the jurisdiction of Panvel Taluka Police Station.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to solicit any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper and expedient, for the aforesaid purpose including delegation of the requisite authorities and power to any Committee of Directors or to the Directors and Key Management Personnel of the Company.”

By order of the Board of Directors

Date: March 28, 2024  
Place: Mumbai

**Ajit Dabholkar**  
Company Secretary & Compliance Officer  
Membership Number: F4424

## NOTES:

1. The explanatory statement pursuant to Section 102 read with section 110 of the Act is annexed hereunder and forms part of the Postal Ballot notice ('Notice').
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / list of Beneficial Owners maintained by the Company / depositories as on Friday, March 22, 2024, and whose e-mail IDs are registered with the Company / depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under point 13(iv).
3. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for the Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. A copy of the Notice is available on the website of the Company at [www.arshiyalimited.com](http://www.arshiyalimited.com) websites of the stock exchanges where the equity shares of the Company are listed, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of our e-voting agency i.e. NSDL at <https://evoting.nsdl.com>.
5. All documents referred to in the Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Notice up to the closure of the voting period. Members seeking to inspect such documents can send an e-mail to [teamsecretarial@arshiyalimited.com](mailto:teamsecretarial@arshiyalimited.com).
6. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on Friday, March 22, 2024, i.e. the cut-off date. Any person who is not a Member as on the cut-off date should treat the Notice for information purposes only.
7. The voting period begins on Monday, April 1, 2024 at 09:00 hours IST and ends on Tuesday, April 30, 2024 at 17:00 hours IST. The e-voting module shall be disabled by NSDL for voting thereafter.
8. Members are requested to cast their vote through the e-voting process not later than 1700 hours IST on Tuesday, April 30, 2024, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
9. The Board of Directors of the Company has appointed, CS (Mrs.) Sejal Soni, (ICSI Membership No. ACS 47193) Proprietor of M/s. Sejal Soni & Associates., Practicing Company Secretaries (COP No. 17441), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. They have communicated their willingness for such an appointment and will be available for the same.
10. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
11. The Scrutinizer will submit his report to the Company Secretary, who has been duly authorized by the Board after the completion of scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Company Secretary, or any person duly authorized by the Board, on or before Friday, May 3, 2024. The results will also be displayed on the website of the Company, [www.arshiyalimited.com](http://www.arshiyalimited.com), under the Investors section and at the Registered Office of the Company, besides being communicated to the stock exchanges and the e-voting agency. The Company Secretary or any authorised person shall countersign the same.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, April 30, 2024, i.e. the last date specified for receipt of votes through the e-voting process.

### 13. Voting through Electronic Means:

- i. Pursuant to the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing e-voting facility to its Members in respect of the business to be transacted through postal ballot as stated in the Notice. For this purpose, the Company has entered into an agreement with NSDL and has appointed it as the authorised agency for facilitating voting through electronic means.
- ii. **E-Voting Instructions**
  - a) Launch internet browser by typing the URL: <https://evoting.nsdl.com>.
  - b) Enter the login credentials (i.e. User ID and password mentioned in the e-mail). The Electronic Voting Event Number followed by Folio No. or DP ID Client ID will be your User ID. If you are already registered with NSDL for e-voting, you can use your existing password to login and cast your vote.
  - c) After entering the appropriate details, click on 'LOGIN'.
  - d) If you are logging in for the first time, you will be directed to the password change section, wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and one special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc., on the first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot your Password' option to reset the password.
  - e) Thereafter, you need to login again with the new credentials.
  - f) If you are unable to retrieve or have not received the password or have forgotten your password:
    - i. Click on 'Forgot your password' option available below the login credentials.
    - ii. If you are still unable to get the password, you can send a request to NSDL mentioning your demat account number / folio number and your name at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - g) On successful login, the system will prompt you to select the Electronic Voting Event Number for Arshiya Limited.
  - h) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
  - i) Members holding shares under multiple folios / demat accounts shall follow the voting process separately for each of the folios / demat accounts.
  - j) Voting has to be done for each item of the Notice separately.



- k) You may then cast your vote by selecting an appropriate option and click on 'Submit'. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- l) A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- m) Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned certified true copy (PDF format) of the Board Resolution / Authority Letter, etc., to the Scrutinizer at their-mail ID [cssejalsonidcb@gmail.com](mailto:cssejalsonidcb@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Alternatively, the aforesaid documents can be uploaded directly on the portal of NSDL, <https://evoting.nsdl.com> while casting the vote. The scanned images of the abovementioned documents should be named as 'Corporate Name, Event Number'.
- iii. In case of queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders available at the download section of the e-voting website, <https://evoting.nsdl.com>, or call on the toll-free no. 1800 3454 001 or send a request to [teamsecretarial@arshyalimited.com](mailto:teamsecretarial@arshyalimited.com)
- iv. **Process for:**
- a. those Members whose e-mail IDs are not registered with the Company / depositories:**
- In case shares are held in physical mode, please provide a signed request letter mentioning folio number, name of Member, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and Aadhaar card / Utility bill (not older than three months) by e-mail to M/s. Bigshare Services Private Limited, Registrar and Share Transfer Agent (RTA) of the Company at [lawoo@bigshareonline.com](mailto:lawoo@bigshareonline.com).
- Members holding shares in demat form need to contact their depository participant and provide an updated client master list and copy of PAN card by e-mail to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- b. for obtaining User ID and Password:**
- A Member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining the User ID and Password by providing the details mentioned in Point (a).

## STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1: Shifting of Registered Office of the Company

The Registered Office of the Company is presently situated 205, 206(Part), 2nd Floor, Ceejay House, Shiv Sagar Estate, F Block, Dr. Annie Besant Road, Worli, Mumbai – 400 018, India. It is proposed to shift the Registered Office of the Company to Arshiya FTWZ, CO-1, Survey Nos. 178/3 & 178/4, At Post - Sai Village, Taluka - Panvel, District – Raigad, Pincode – 410 221, within the state of Maharashtra but outside the local limits of the city of Mumbai for ease of administration and to enable the Company to handle its business activities more efficiently, economically, effectively and conveniently. The shifting of the Registered Office as aforesaid would in no way be detrimental to the interest of any member of the public, employees, shareholders and other stakeholders of the Company in any manner.

The Board of Directors, at its meeting held on March 28, 2024 have approved the shifting of the Registered Office subject to the approval of members and other competent authority.

Pursuant to the provisions of Section 12 and 110 of the Companies Act, 2013 and the Rules thereunder, shifting of the Registered Office of the Company outside the local limits of the city of Mumbai requires the approval of the members by way of a Special Resolution. Further pursuant to the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Special Resolution of shifting of Registered Office of the Company outside the local limits of any city, town or village is required to be passed by way of Postal ballot.

All documents referred to in the Notice and Explanatory Statement will be open for inspection at the present Registered Office of the Company on all working days (Monday to Friday) between 10.00 A.M. to 5:00 P.M. up to April 30, 2024.

Your Board of Directors commends passing of resolution set out at Item No. 1 as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

By order of the Board of Directors

Date: March 28, 2024  
Place: Mumbai

Ajit Dabholkar  
Company Secretary and Compliance Officer  
Membership Number: F4424