



NOTICE

NOTICE is hereby given that the **29th ANNUAL GENERAL MEETING** of the Shareholders of the Company will be held on **Friday, the 26th day of August, 2016 at 10.30 a.m** at "The Activity Hall", Ground Floor, Juhu Vile Parle Gymkhana Club, N.S.Road, JVPD Scheme, Vile Parle (W), Mumbai -400049, to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements

To consider and adopt:-

- (a) the audited financial statements of the Company for the financial year ended March 31, 2016 ; the Reports of the Board of Directors and Auditors of the Company.
- (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and report of Auditors thereon.

Item No. 2 - Declaration of Dividend

To declare final dividend at ₹ 0.80/- per Equity share and confirm interim dividend of ₹ 1.70 per equity share, which is already paid for the financial year ended March 31, 2016.

Item No. 3 - Appointment of Director

To appoint a director in place of Mr. Rajnikant S. Ajmera (DIN:00010833) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.

Item No. 4 - Ratification of Appointment of Auditors

To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139,141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules,2014 and other applicable rules, if any, framed thereunder, as may be amended from time to time, the appointment of M/s. V. Parekh & Associates, Chartered Accountants (Firm Reg. No. 107488W) Mumbai, as Auditors of the Company be and is hereby ratified from the conclusion of this Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company to be held in the year 2017, and the board be and is hereby authorized to fix the remuneration payable to them for financial year ending 31st March, 2017, as may be recommended by the Audit Committee in consultation with the Auditors, and that such remuneration may be paid on progressive billing basis as may be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS:

Item No. 5: Remuneration of Cost Auditor for Financial year ending 31st March, 2017

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 [including any statutory modifications(s) or re-enactment thereof, for the time being in force], M/s. D R Mathuria & Co., Cost Accountants, Mumbai (FRN. 101535) appointed as Cost Auditors of the Company by the Board of Directors, for the conduct of audit of the cost records of the Company for financial year 2016-17 at a remuneration not exceeding ₹ 75000/- (Rupees Seventy Five Thousand) plus service tax as applicable and reimbursement of actual expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

Item No. 6: Revision in terms of remuneration of Mr. Rajnikant S. Ajmera, (DIN: 00010833) Chairman & Managing Director of the Company

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of resolution passed at the 27th Annual General Meeting of the Company held on 27th September, 2014 approval of the members be and is hereby accorded to revise the remuneration of Mr. Rajnikant S Ajmera, as Chairman & Managing Director of the Company, w.e.f 1st April, 2017 for the balance tenor of his appointment as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Shri Rajnikant S. Ajmera, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof.

RESOLVED FURTHER THAT all other terms and conditions in relation to the appointment of Mr Rajnikant S. Ajmera as Chairman & Managing Director shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) and /or the Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matter and things as may be considered necessary, desirable, proper or expedient to give effect to this resolution."



Item No. 7: Re-appointment of Mr. Manoj I. Ajmera (DIN: 00013728), as Managing Director of the Company.

To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the recommendations of Nomination and Remuneration Committee and approval of the Board and in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, approval of the Company be and is hereby accorded to re-appoint Mr. Manoj I. Ajmera (DIN: 00013728), as Managing Director of the Company, for a period of 5 (five) years with effect from 24th April, 2017 to 23rd April, 2022, liable to retire by rotation on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Manoj I. Ajmera.

RESOLVED FURTHER THAT the remuneration payable to Mr. Manoj I. Ajmera, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

Item No. 8: Re-appointment of Mr. Sanjay C. Ajmera (DIN: 00012496), as Whole time Director of the Company.

To consider and if thought fit, to pass the following Resolution as an **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the recommendations of Nomination and Remuneration Committee and approval of the Board and in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to Articles of Association of the Company, approval of the

Company be and is hereby accorded to re-appoint Mr. Sanjay C. Ajmera (DIN: 00012496), as Whole time Director of the Company, for a period of 5 (five) years with effect from 24th April, 2017 to 23rd April, 2022, liable to retire by rotation on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Sanjay C. Ajmera.

RESOLVED FURTHER THAT the remuneration payable to Mr. Sanjay C. Ajmera, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

Item No. 9: Adoption of new set of Articles of Association

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and any other appropriate authority, the board of Directors of the Company (including the “committee” thereof) be and is hereby authorized to replace, the existing Articles of Association of the Company with the new set of Articles of Association of the Company primarily based on “Table F” as per Companies Act, 2013 and relevant rules thereunder.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.



RESOLVED FURTHER THAT Mr. Manoj I. Ajmera, Managing Director and Ms. Harshini D. Ajmera, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

By Order of the Board of Directors
for AJMERA REALTY & INFRA INDIA LTD

RAJNIKANT S. AJMERA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00010833

Place : Mumbai,
Date : 30th June, 2016
Registered Office:
“Citi Mall”, Link Road,
Andheri (W), Mumbai – 400 053
CIN: L27104MH1985PLC035659
Email: investors@ajmera.com
Website: www.aril.co.in
Tel. No.: 022-6698 4000
Fax No. 022-2632 5902

Note :

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“Listing Regulations, 2015) is annexed.
2. **Voting & Proxy :-**
 - (a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**

A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
 - (b) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.

- (c) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (d) Members/Proxies/ Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
- (e) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th August, 2016.

3. Closure of Books :-

The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 20th August, 2016 till Friday, 26th August, 2016 (both days inclusive) for Annual General Meeting and for payment of final Dividend.

4. Dividend :-

- (a) The Final Dividend as recommended by the Board, if approved at the AGM, in respect of equity shares held, will be payable to the beneficial owners whose name appears on the Register of members on closure of business hours of 19th August, 2016.
- (b) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of details of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.
- (c) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.

5. Demat :-

Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No. 21/99 dated July 8,1999. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.

6. Inspection :-

- (a) Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.



- (b) During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged with the Company between 11:00 a.m IST and 5:00 p.m IST at the registered office of the Company, provided that a requisition for the same from a Member is received in writing not less than 3 days before the commencement of the Meeting.
- (c) All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. IST and 1:00 p.m. IST on all working days from the date hereof upto the date of the Meeting and will also be available for inspection by the Members at the Meeting.
- (d) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

7. Nomination :-

Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's RTA website www.sharexindia.com under the section 'Downloads'. In respect of shares held in electronic /demat form, the members may contact their respective depository participant.

8. Consolidation :-

Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.

9. Green Initiative:-

- (a) The Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits sending of soft copies of annual reports to all those Members who have registered their email addresses for the said purpose.
- (b) Members holding shares in physical mode are requested to register their e-mail ID's with the Sharex Dynamic (India) Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.

In case of any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form.

- (c) Notice of the meeting has been sent electronically to those members who have registered their Email ID's with the Company under the Green Initiative launched by the Ministry of Corporate Affairs. In case any member who has received the Notice electronically desires to have a physical copy of the same, he/she may write to the Company or send an Email to investors@ajmera.com in this regard mentioning your Folio/DP ID & Client ID. Members may kindly note that the Notice of the Meeting and Annual Report of the Company will also be available on the Company's website: www.aril.co.in

10. Updation of records:-

- (a) Members are requested that if shares are held in physical mode, all the communications relating to shares and unclaimed dividends, change of address, change in bank account details etc. should be sent to the Registrar and Share Transfer Agents at the following address:

SHAREX DYNAMIC (INDIA) PVT. LTD. (Unit : Ajmera Realty & Infra India Limited.), Unit -1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Saki Naka, Andheri (East), Mumbai - 400 072. Tel. No. (022) 28515606/5644/6338. Email ID-sharexindia@vsnl.com

- (b) If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).
- (c) The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents, M/s. Sharex Dynamic (India) Pvt. Ltd. Accordingly, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to RTA.

11. Unclaimed/Unpaid Dividend:

- (a) Members are informed that the final dividend amount for the year ended 31st March, 2009 along with dividend on fractional entitlement remaining unclaimed shall become due for transfer on 5th November, 2016 to the Investor Education and Protection Fund established by the Central Government in terms of Section 205C(2) (a) of the Companies Act, 1956 on expiry of 7 years from the date of its declaration.
- (b) Also the Fractional Entitlement amount on sale of fractional shares which arose on demerger of ARIIL declared on 17th February, 2010 remaining unclaimed shall become due for transfer on 23rd March, 2017 to Investor Education and Protection Fund established by the Central Government



in terms of Section 205C(2) (a) of the Companies Act, 1956 on expiry of 7 years from the date of its declaration.

- (c) Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend and proceeds of fractional entitlement remaining unclaimed / unpaid for a period of 7 years from the dates they became first due for payment.
- (d) Any member, who has not claimed final dividend in respect of the financial year ended 31st March, 2009 alongwith dividend on fractional entitlement for the same year, is requested to approach the Company/the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible but not later than 5th November, 2016 for final dividend of F.Y. 2008-2009. And any claim remaining unclaimed for the Fractional entitlement of shares sold on 17th February, 2010 till 23rd March, 2017, will not be payable by the Company thereafter.

12. AGM Route :-

Route Map showing directions to reach to the venue of the 29th AGM is given at the end of this Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting."

13. E-Voting:-

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. closure of business hours as on 19th August, 2016 only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

Voting through Electronic Mode:-

- (a) Pursuant to Section 108 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company has provided e-voting facility to the members using the Central Depository Services Ltd. (CDSL) platform. All business to be transacted at the Annual General Meeting can be transacted through the electronic voting system. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
- (b) A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
- (c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

- (d) The Company has appointed Mr. Haresh Sanghvi (Membership No. FCS 2259), Practicing Company Secretary, to act as the Scrutinizer to scrutinise the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- (e) The Results shall be declared within 48 hours 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 www.aril.co.in and the same shall also be communicated to BSE Limited and NSE, where the shares of the Company are listed.
- (f) Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 19th August, 2016 may obtain the User ID and password in the manner as mentioned at points (ii) to (vii) given below.
- (g) The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Tuesday, 23rd August, 2016 at 9.00 A.M. (IST) and ends on Thursday, 25th August, 2016 at 5.00 P.M. (IST) During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax
	Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is over printed on your Attendance Slip.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
	<ul style="list-style-type: none"> DOB Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/ mm/yyyy format.
Dividend Bank details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the Ajmera Realty & Infra India Limited to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the existing password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

14. Voting at AGM :-

The members who have not casted their votes electronically can exercise their voting rights at the AGM through ballot paper.

15. Scrutinizer’s Report :-

a) Mr. Haresh P Sanghvi, Practicing Company Secretary (Membership No. FCS 2259) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

b) The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make 'not later than three days of conclusion of the meeting' a consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and Chairman shall declare the results of the voting forthwith, which shall not be later than August 29, 2016.

(c) The result declared, along with the Scrutinizer’s Report shall be placed on the Company’s website: www.aril.co.in after the results is declared by the Chairman and also be communicated to the Stock Exchanges where the company is listed.

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.