



Notice

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of the **Ajmera Realty & Infra India Limited** will be held on Friday, the 21st day of September, 2018 at 12.00 noon 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 receive, consider and adopt:-

- (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018; together with the Reports of the Board of Directors and Auditors thereon;
- (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 together with report of Auditors thereon, and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions**:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.

RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Item No.2: Declaration of Dividend

To declare dividend on Equity share for the Financial Year ended March 31, 2018 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution**:

“RESOLVED THAT a dividend at the rate of ₹ 3.30/- (Rupees Three and paise Thirty only) per equity share of ₹ 10/- (Rupees Ten) each fully paid-up of the Company be and is hereby declared for the financial

year ended March 31, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2018.”

Item No.3 : Re-appointment of Director

To re-appoint Mr. Sanjay C. Ajmera (DIN No. 00012496), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sanjay C Ajmera (DIN: 00012496), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item no. 4 – Ratification of appointment of auditors

To ratify the appointment of auditors of the Company, and to fix the remuneration payable to them for the financial year ending March 31, 2019 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the 30th Annual General Meeting held on September 29, 2017, the appointment of M/s Manesh Mehta & Associates, Chartered Accounts (Firm Registration No. 115832W) as the Auditors of the Company, be and is hereby ratified to hold the office from conclusion of the 31st Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019, as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed



upon between the auditors and the audit committee / Board of Directors.

SPECIAL BUSINESS:

Item No. 5 : Ratification of Remuneration payable to Cost Auditors of the Company for Financial Year 2018-19

To ratify remuneration of Cost Auditors for the financial year ending March 31, 2019 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions:**

“**RESOLVED THAT** pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of ₹ 82,500 plus applicable taxes and out-of-pocket expenses incurred in connection with the audit, payable to M/s. D R Mathuria & Co., Cost Accountants (Firm Registration Number 101535), who are appointed as Cost Auditors of the Company to conduct Cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ending March 31, 2019, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is 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 : Approval for continuation of holding office of Non- Executive- Independent Directorship - Mr. Ambalal C Patel (DIN-00037870)

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from 1st April, 2019 and other applicable provisions,

if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding office of Non- Executive- Independent Director of the Company, by Mr. Ambalal C Patel (DIN-00037870) who is above the age of 75 (Seventy Five) years as on 1st April, 2019, upto the expiry of his present term of office i.e. upto 12th August, 2019, on the existing terms and conditions as approved by the Members through an ordinary resolution passed at Annual General Meeting held on 27th September, 2014.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

Item No. 7 : Approval for continuation of holding office of Non- Executive- Independent Directorship - Mr. Jagdish J. Doshi (DIN-00065162)

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from 1st April, 2019 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding office of Non- Executive- Independent Director of the Company, by Mr. Jagdish J. Doshi (DIN-00065162) who is above the age of 75 (Seventy Five) years as on 1st April, 2019, upto the expiry of his present term of office i.e. upto 12th August, 2019, on the existing terms and conditions as approved by the Members through an ordinary resolution passed at Annual General Meeting held on 27th September, 2014.



RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

For Ajmera Realty & Infra India Limited

Rajnikant S. Ajmera
Chairman & Managing Director
DIN: 00010833

Place : Mumbai,

Date : 26th July, 2018

Registered Office:

“Citi Mall”, Link Road,

Andheri (W), Mumbai – 400 053

CIN No. L27104MH1985PLC035659

Email: investors@ajmera.com

website: www.aril.co.in

Tel.: 022-6698 4000

Fax: 022-2632 5902

Notes:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business under Item Nos. 5 to 7 above is annexed hereto. The relevant details of the Directors seeking re-appointment under Item No. 3, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.

2. Voting & Proxy :-

(a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM /HER AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization..

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. If a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- (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 Re-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 17th September, 2018.

3. Closure of Books:-

The Register of Members and the Share Transfer Books of the Company shall remain closed from 18th September, 2018 to 21st September, 2018 (both days inclusive) for Annual General Meeting and for payment of final Dividend.

4. Dividend:-

- (a) If dividend on Equity Shares, as recommended by the Board, is approved at the AGM, it will be paid on or after 26th September, 2018 as under:-



(i) To all Beneficial Owners in respect of shares held in electronic form, as per details furnished by the Depositories for this purpose as on the cut-off date on 17th September, 2018.

(ii) To all Members in respect of shares held in physical form, whose names are on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on 17th September, 2018.

5. Payment of dividend through electronic means:-

(a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in their bank accounts through electronic means. The facility is available at all bank branches which have registered themselves as participating banks with National Payment Corporation of India and have joined the Core Banking System. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Share Registrars and Transfer Agents, Sharex Dynamic India Pvt Ltd ("RTA"). Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.

(b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

6. Demat :-

Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of

portfolio management. Members can contact the Company or RTA for assistance in this regard.

7. 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 to 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 to 1:00 p.m. IST on all working days from the date hereof upto the date of the Meeting. The relevant documents referred to in the Notice and Explanatory Statement 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.

(e) Members desirous of obtaining any information concerning accounts and operation of the company are requested to address their question in writing to the company at investors@ajmera.com at least seven days before the date of Annual General Meeting.

8. Nomination Facility :-

As per the provisions of Section 72 of the Act, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in single name and



who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms can be downloaded from RTA's website www.sharexindia.com under the Section 'Downloads'. Members holding shares in physical form are requested to submit the forms to RTA. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

9. Consolidation :-

Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.

10. 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 RTA of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective 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 DPs 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 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.

11. Updation of Member's Details:-

- (a) Members are requested that if shares are held in physical mode, all the communications relating to shares, 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 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 DPs with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the RTA. 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.

12. Unclaimed Dividend:

(a) Transfer to Investor Education and Protection Fund:

Members are hereby informed that under the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ('the Fund') established by the Central Government.



Members are also requested to note that, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) ('IEPF Rules'), the Company is also obliged to transfer all shares on which dividend has not been paid or claimed for seven consecutive years or more to the Demat Account of the IEPF Authority notified by the Ministry of Corporate Affairs ('IEPF Demat Account').

As per the above provisions, all unclaimed dividend up to the financial year ended 31st March, 2010 has been transferred by the Company to the Fund. Shares in respect of which dividend remained unclaimed for seven consecutive years or more have also been transferred to the IEPF Demat Account.

Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2011 and for any subsequent financial year, are requested to make their claims to the Company without any delay, to avoid transfer of their dividend/ shares to the Fund/ IEPF Demat Account.

It may be noted that unclaimed dividend for the financial year 2010-11 declared on 30th September, 2011, can be claimed by the Members by 5th November, 2018.

Members/ claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on iepf.gov.in) along with requisite fee as decided by the IEPF Authority from time to time. The Member/ Claimant can file only one consolidated claim in a financial year as per the IEPF Rules

(b) Details of Unclaimed Dividend on Website:

In order to help Members to ascertain the status of unclaimed dividends, the Company has uploaded the information in respect of unclaimed dividends for the financial year ended 31st March, 2011 and subsequent years on the website of Investor Education and Protection Fund,

www.iepf.gov.in and under "Investor Relations" Section on the website of the Company at www.arilco.in.

13. AGM Route:-

A route map giving directions to reach the venue of the 31st Annual General Meeting is given at the end of the Report.

14. E-Voting:-

- (a) 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 17th September, 2018 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.

15. Process and manner for Members opting to vote through electronic means:

- (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) The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on 18th September, 2018 at 9:00 A.M. (IST). and ends on 20th September, 2018 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 17th September, 2018, 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	<p>PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. • 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.
DOB	<ul style="list-style-type: none"> • 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 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 of the Company on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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) 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.

16. General instructions/ information for Members for voting on the Resolutions:

- (a) Facility of voting through Poll paper shall be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
- (b) Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.
- (c) A Member can vote either by remote e-voting or at the AGM. If a Member votes by both the modes,

then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.

- (d) The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on 17th September, 2018 ('Cut-Off Date'). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or of voting at the AGM.
- (e) 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.
- (f) Mr. Haresh Sanghvi (Membership No. FCS 2259/ COP No. 3675) (Practicing Company Secretary) has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting through Poll paper at the AGM, in a fair and transparent manner.
- (g) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, and thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.
- (h) The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, not later than twenty four hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- (i) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.aril.co.in and immediately after their declaration, and communicated to the Stock Exchanges



- where the Company's shares are listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
- (j) Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. 21st September, 2018.
- (k) 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

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.



EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (“Act”),

The following Explanatory Statement sets out all the material facts relating to the Business under Item No. 5, 6 & 7 of the accompanying Notice dated 26th July, 2018

Item No. 5:

Pursuant to Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 (‘the Rules’), as amended from time to time, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. D R Mathuria & Co., Cost Accountants (Firm Registration Number 101535), as the Cost Auditors of the Company to conduct Cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ending March 31, 2019, at a remuneration of ₹ 82,500 plus applicable taxes and out-of-pocket expenses.

M/s. D R Mathuria & Co. have the necessary experience in the field of cost audit, and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

The Board recommends the remuneration of ₹ 82,500 plus applicable taxes and out-of-pocket expenses to M/s. D R Mathuria & Co. as the Cost Auditors and the approval of the Shareholders is sought for the same by an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No. 5 of the Notice.

Item No. 6 & 7:

Securities and Exchange Board of India (SEBI) has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 09, 2018 issued the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“the Amendment Regulations”) to be effective from 1st April, 2019. Regulation 17(1A) of the said amended Listing Regulations, requires the listed entities to obtain approval of shareholders by way of Special Resolution to appoint or continue the directorship of Non-Executive Directors who have attained the age of 75 years. Regulation 17(1A) is going to be effective from 1st April, 2019.

Accordingly, for continuation of directorship of Mr. Ambalal C. Patel and Mr. Jagdish J. Doshi, who will attain the age of 75 years and above as on 1st April, 2019, a special Resolution, has been proposed and justifications for the same is given below:

Mr. Ambalal C. Patel

Name of the Company	Nature of Interest	Committees of the Board
Public Limited Companies		
Shree Precoated Steels Limited	Chairman	1. Audit Committee 2. Nomination and Remuneration Committee
Jindal Hotel Limited	Non-Executive, Independent	1. Audit Committee 2. Nomination and Remuneration Committee
S A L Steel Limited	Non-Executive, Independent	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee
Sumeru Industries Limited	Non-Executive, Independent	1. Audit Committee 2. Risk Management Committee (Chairman) 3. Nomination and Remuneration Committee

**Mr. Ambalal C. Patel**

Name of the Company	Nature of Interest	Committees of the Board
Nandan Denim Limited	Non-Executive, Independent	1. Preferential Allotment Committee 2. Audit Committee (Chairman) 3. Risk Management Committee (Chairman)
CIL Nova Petrochemicals Limited	Non-Executive, Independent	1. Nomination and Remuneration Committee 2. Audit Committee (Chairman) 3. Stakeholders Relationship Committee (Chairman)

Mr. Jagdish J. Doshi

Name of the Company	Nature of Interest	Committees of the Board
Public Limited Companies		
Shree Precoated Steels Limited	Non-Executive, Independent	1. Audit Committee (Chairman) 2. Nomination and Remuneration Committee (Chairman) 3. Stakeholders Relationship Committee (Chairman)

The number of Meetings of the Board/Committees attended by Mr. Ambalal C. Patel and Mr. Jagdish J. Doshi during the year is given in the Corporate Governance Report.

Except Mr. Ambalal C. Patel and Mr. Jagdish J. Doshi, none of the Directors and Key Managerial Personnel of

the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 & 7 of the Notice, respectively.

The Board of Directors recommends Special Resolution set out at Item No. 6 & 7 of the Notice for approval by the Members.

ANNEXURE TO ITEM NO. 3 OF THE NOTICE

Details of Director seeking re-appointment at the forthcoming Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015)

Name	Mr. Sanjay C Ajmera
Date of Birth	20 th November 1966
Date of 1 st Appointment on Board	24 th April 2012
Date of Appointment under Company's Act, 2013	30 th June 2016
Expertise in specific functional area	Industrialist having 24 years over all experience in various fields.
Qualifications	MBA
Listed / Unlisted Public Companies in which outside Directorship held as on 31 st March 2018	Prudential Leasing Limited
Chairmanships / Memberships of Committees of other Public companies as on 31 st March 2018	None
i. Audit Committee	None
ii. Stakeholders Relationship Committee	None
iii. Nomination and Remuneration Committee	None
Number of shares held in the Company	722773
Relationship between Directors inter-se	N.A.