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## REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,  
**The Chairman, Managing Director & CFO,**  
**Arvi Encon Limited**  
**B1-603, Marathon Innova,**  
**Marathon NextGen, Lower Parel (W),**  
**Mumbai - 400 013**

Dear Sir,

I, Sunil Agarwal, of Sunil Agarwal & Co. Company Secretaries, have been appointed by the Board of Directors of **Aarvi Encon Limited** ("Company") as Scrutinizer for the purpose of:

- i. Voting by Shareholders at the 30<sup>th</sup> Annual General Meeting held on Friday, 31<sup>st</sup> August, 2018 - ("AGM")

in a fair and transparent manner for the resolution(s) as contained in the Notice convening 30<sup>th</sup> Annual General Meeting. I am pleased to submit my report as under, which is comprehensive and self explanatory in all respect.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of the 30<sup>th</sup> Annual General Meeting of the members of the Company and at the meeting. My Responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain / invalid", if any, on the resolutions contained in the Notice convening AGM, based on the reports generated from voting system provided by Bigshare Services Private Limited (hereinafter referred to as "Registrar and share transfer Agent") based on the voting conducted at the AGM.

### DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice convening Annual General Meeting dated 31<sup>st</sup> August, 2018 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.



#### CUT-OFF DATE:

The Voting rights were reckoned as on Saturday, 4<sup>th</sup> August 2018, being the cut-off date for the purpose of deciding the entitlements of members for voting at the Meeting.

#### VOTING AT THE AGM & COUNTING PROCESS:

- At the Venue of the Meeting

After the announcement of voting by the chairman, one empty ballot box kept for polling was locked in my presence.

On completion of voting at the meeting, the locked ballot box was subsequently opened in my presence and the ballot papers were diligently scrutinized.

The ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agent of the company and authorisations / proxies lodged with the Company.

#### RESULTS:

The details containing *interalia*, list of Equity Shareholders, who voted "for", "against" or "abstain", if any on each of the resolutions that were put to vote, were generated by Bigshare Services Private Limited. Taking into account the report from physical voting at the AGM, the result with respect to each item on the agenda as set out in the Notice of the 30<sup>th</sup> AGM dated 31<sup>st</sup> August, 2018 is enclosed.

I further report that:

- i. Based on the aforesaid results of the Ordinary Resolutions as contained in item no. 1 to 4 of the Notice have been passed with requisite majority.
- ii. None of the ballot papers were invalid.


Thanking You,  
Yours faithfully,

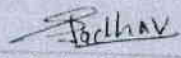
  
CS SUNIL AGARWAL  
Practicing Company Secretary  
FCS 8706  
C.P. No. 3286



Date: 31.08.2018  
Place: Mumbai

We the undersigned witnesses that the votes were unblocked from ballot Box in our presence on Friday, 31<sup>st</sup> August, 2018 post AGM.

  
( Nitesh purohit )

  
( Snehal Jadhav )

## VOTING RESULTS

### Item No. 1.

**Ordinary Resolution, to adopt the Audited Financial Statements together with the reports of the Board of Directors and Auditors for the Financial Year ended 31<sup>st</sup> March, 2018;**

| Sr. No. | Particulars                                 | No. of poll papers | No. of Votes representing shares | % to total paid up equity capital | % to net valid votes |
|---------|---|--------------------|----------------------------------|-----------------------------------|----------------------|
| A       | Total Votes received                        | 21                 | 11024000                         | 74.57                             | -                    |
| B       | Less: Invalid votes (as per register)       | 0                  | 0                                |                                   | -                    |
| C       | Less: Abstain from voting (as per register) | 0                  | 0                                |                                   | -                    |
| D       | Net Valid Votes(as per register)            | 21                 | 11024000                         | 74.57                             | -                    |
| E       | Votes with Assent for the resolution        | 21                 | 11024000                         | 74.57                             | 100                  |
| F       | Votes with Dissent for the Resolution       | 0                  | 0                                |                                   | 0                    |

Based on the aforesaid results, Ordinary Resolution as contained in item No. 1 has been passed with requisite majority.



**Item No. 2.**

**Ordinary Resolution, to appoint a Director in place of Mrs. Niranjana V Sanghavi (holding (DIN: 01773124), who retires by rotation and eligible for reappointment**

| Sr. No. | Particulars                                 | No. of poll papers | No. of Votes representing shares | % to total paid up equity capital | % to net valid votes |
|---------|---|--------------------|----------------------------------|-----------------------------------|----------------------|
| A       | Total Votes received                        | 21                 | 11024000                         | 74.57                             | -                    |
| B       | Less: Invalid votes (as per register)       | 0                  | 0                                |                                   | -                    |
| C       | Less: Abstain from voting (as per register) | 0                  | 0                                |                                   | -                    |
| D       | Net Valid Votes(as per register)            | 21                 | 11024000                         | 74.57                             | -                    |
| E       | Votes with Assent for the resolution        | 21                 | 11024000                         | 74.57                             | 100                  |
| F       | Votes with Dissent for the Resolution       | 0                  | 0                                |                                   | 0                    |

Based on the aforesaid results, Ordinary Resolution as contained in item No. 2 has been passed with requisite majority.





**Item No. 3.**

**Ordinary Resolution to Declare a dividend on equity shares for the financial year ended March 31, 2018**

| Sr. No. | Particulars                                 | No. of poll papers | No. of Votes representing shares | % to total paid up equity capital | % to net valid votes |
|---------|---|--------------------|----------------------------------|-----------------------------------|----------------------|
| A       | Total Votes received                        | 21                 | 11024000                         | 74.57                             | -                    |
| B       | Less: Invalid votes (as per register)       | 0                  | 0                                |                                   | -                    |
| C       | Less: Abstain from voting (as per register) | 0                  | 0                                |                                   | -                    |
| D       | Net Valid Votes(as per register)            | 21                 | 11024000                         | 74.57                             | -                    |
| E       | Votes with Assent for the resolution        | 21                 | 11024000                         | 74.57                             | 100                  |
| F       | Votes with Dissent for the Resolution       | 0                  | 0                                |                                   | 0                    |

Based on the aforesaid results, Ordinary Resolution as contained in item No. 3 has been passed with requisite majority.



**Item No. 4.**

**Ordinary Resolution for Appointment of Dr. Padma V Devarajan (holding DIN 08064987) as an Independent Director for a period of Five years**

| Sr. No. | Particulars                                 | No. of poll papers | No. of Votes representing shares | % to total paid up equity capital | % to net valid votes |
|---------|---|--------------------|----------------------------------|-----------------------------------|----------------------|
| A       | Total Votes received                        | 21                 | 11024000                         | 74.57                             | -                    |
| B       | Less: Invalid votes (as per register)       | 0                  | 0                                |                                   | -                    |
| C       | Less: Abstain from voting (as per register) | 0                  | 0                                |                                   | -                    |
| D       | Net Valid Votes(as per register)            | 21                 | 11024000                         | 74.57                             | -                    |
| E       | Votes with Assent for the resolution        | 21                 | 11024000                         | 74.57                             | 100                  |
| F       | Votes with Dissent for the Resolution       | 0                  | 0                                |                                   | 0                    |

Based on the aforesaid results, Ordinary Resolution as contained in item No. 4 has been passed with requisite majority.

Thanking You,  
Yours faithfully,

*Asarwal*  
**CS. SUNIL AGARWAL**  
Practicing Company Secretary  
FCS 8706  
C.P. No. 3286



**Date: 31.08.2018**  
**Place: Mumbai**

We the undersigned witnesses that the votes were unblocked from Ballot Box in our presence on 31<sup>st</sup> August, 2018 at 1.00 PM.

*Nilesh Purohit*  
( Nilesh purohit )

*Snehal Jadhav*  
( Snehal Jadhav )



**For AARVI ENCON LTD.**  
*[Signature]*  
**Company Secretary**



# AARVI ENCON LIMITED

|   |              |
|---|--------------|
| Date of the AGM/EGM   | 31/08/2018   |
| Total number of shareholders on record date                                   | 436          |
| No. of shareholders present in the meeting either in person or through proxy: | 25           |
| Promoters and promoter Group:   | 7            |
| Public:   | 18           |
| No. of shareholders attended the meeting through Video Conferencing:          | NOT ARRANGED |
| Promoters and promoter Group:   |              |

**Resolution 1 :** To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2018

**Resolution required : (Ordinary / Special)** Ordinary Resolution

**Whether promoter/promoter group are interested in the** No

| Category                  | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---------------------------|----------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
|                           |                | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                   | (5)                  |                                      | (7)=[(5)/(2)]*100                  |
| Promoter & Promoter Group | E-VOTING       | 0                  | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | POLL           | 10850000           | 10850000            | 100.00                                  | 10850000              | 0                    | 100.00                               | 0.00                               |
|                           | POSTAL BALLOT  | 0                  | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | TOTAL          | 10850000           | 10850000            | 100.00                                  | 10850000              | 0                    | 100.00                               | 0.00                               |
| Public - Institutions     | E-VOTING       | 0                  | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | POLL           | 0                  | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | POSTAL BALLOT  | 0                  | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | TOTAL          | 0                  | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
| Public-Non Institutions   | E-VOTING       | 0                  | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | POLL           | 3934000            | 174000              | 4.42                                    | 174000                | 0                    | 100.00                               | 0.00                               |
|                           | POSTAL BALLOT  | 0                  | 0                   | 0.00                                    | 0                     | 0                    | 0.00                                 | 0.00                               |
|                           | TOTAL          | 3934000            | 174000              | 4.42                                    | 174000                | 0                    | 100.00                               | 0.00                               |
| <b>TOTAL</b>              |                | 14784000           | 11024000            | 74.57                                   | 11024000              | 0                    | 100.00                               | 0.00                               |



**Resolution 2 :** To Appoint a Director in place of Mrs. Niranjana V Sanghavi, Non-Executive Director of the Company

Resolution required : (Ordinary / Special)

Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution ?

No

| Category                  | Mode of Voting | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favor<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(5)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|---------------------------|----------------|---------------------------|----------------------------|--|------------------------------|-----------------------------|---|---|
| Promoter & Promoter Group | E-VOTING       | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | POLL           | 10850000                  | 10850000                   | 100.00   | 10850000                     | 0                           | 100.00  | 0.00  |
|                           | POSTAL         | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | TOTAL          | 10850000                  | 10850000                   | 100.00   | 10850000                     | 0                           | 100.00  | 0.00  |
| Public - Institutions     | E-VOTING       | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | POLL           | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | POSTAL         | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | TOTAL          | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
| Public-Non Institutions   | E-VOTING       | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | POLL           | 3934000                   | 174000                     | 4.42   | 174000                       | 0                           | 100.00  | 0.00  |
|                           | POSTAL         | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | TOTAL          | 3934000                   | 174000                     | 4.42   | 174000                       | 0                           | 100.00  | 0.00  |
| TOTAL                     |                | 14784000                  | 11024000                   | 74.57  | 11024000                     | 0                           | 100.00  | 0.00  |





**Resolution 3 :** To declare a dividend on the equity shares of the company for the financial year ended on 31st March, 2018

Resolution required : (Ordinary / Special)

Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution ?

No

| Category                  | Mode of Voting | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favor<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(5)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|---------------------------|----------------|---------------------------|----------------------------|--|------------------------------|-----------------------------|---|---|
| Promoter & Promoter Group | E-VOTING       | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | POLL           | 10850000                  | 10850000                   | 100.00   | 10850000                     | 0                           | 100.00  | 0.00  |
|                           | POSTAL         | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | TOTAL          | 10850000                  | 10850000                   | 100.00   | 10850000                     | 0                           | 100.00  | 0.00  |
| Public - Institutions     | E-VOTING       | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | POLL           | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | POSTAL         | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | TOTAL          | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
| Public-Non Institutions   | E-VOTING       | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | POLL           | 3934000                   | 174000                     | 4.42   | 174000                       | 0                           | 100.00  | 0.00  |
|                           | POSTAL         | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | TOTAL          | 3934000                   | 174000                     | 4.42   | 174000                       | 0                           | 100.00  | 0.00  |
| TOTAL                     |                | 14784000                  | 11024000                   | 74.57  | 11024000                     | 0                           | 100.00  | 0.00  |



**Resolution 4 : Appointment of Dr. Padma V Devarajan as Director of the Company****Resolution required : (Ordinary / Special)****Ordinary Resolution****Whether promoter/promoter group are interested in the agenda/resolution ?****No**

| Category                  | Mode of Voting | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favor<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|---------------------------|----------------|---------------------------|----------------------------|--|------------------------------|-----------------------------|---|---|
| Promoter & Promoter Group | E-VOTING       | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | POLL           | 10850000                  | 10850000                   | 100.00   | 10850000                     | 0                           | 100.00  | 0.00  |
|                           | POSTAL         | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | TOTAL          | 10850000                  | 10850000                   | 100.00   | 10850000                     | 0                           | 100.00  | 0.00  |
| Public - Institutions     | E-VOTING       | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | POLL           | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | POSTAL         | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | TOTAL          | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
| Public-Non Institutions   | E-VOTING       | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | POLL           | 3934000                   | 174000                     | 4.42   | 174000                       | 0                           | 100.00  | 0.00  |
|                           | POSTAL         | 0                         | 0                          | 0.00   | 0                            | 0                           | 0.00  | 0.00  |
|                           | TOTAL          | 3934000                   | 174000                     | 4.42   | 174000                       | 0                           | 100.00  | 0.00  |
| TOTAL                     |                | 14784000                  | 11024000                   | 74.57  | 11024000                     | 0                           | 100.00  | 0.00  |

