Office : 124-125, Ostwal Ornate, "A" Wing,
Building No. 2, Opp. Jain Temple, Jesal Park,
Bhayandar (East), Mumbai - 401 105.
Mobile : +91 9920715299 / 8779956763

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SUNIL AGARWAL & Co.
Company Secretaries

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management &Administration) Amendment Rules, 2015]

To,
The Chairman / Jt. Managing Director, CEO & CFO,
AARVI ENCON LIMITED
603, B1 Wing, Marathon Innova,
Marathon Nextgen Complex,
Lower Parel(W)
Mumbai- 400013

Dear Sir,

I, Sunil Agarwal, Proprietor 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. Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 **("the Act")** read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time ("**Rules**"), and

ii. Voting by Shareholders through physical postal ballot

in a fair and transparent manner for the resolution(s) as contained in the Notice of Postal Ballot. 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 made thereunder relating to remote e-voting on the resolution(s) contained in the Notice convening through Postal Ballot of the members of the Company. 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 resolution(s) contained in the Notice convening through Postal Ballot , based on the reports generated from the e-voting system provided by National Depository Services Limited **"NSDL"** authorised agency to provide remote e-voting platform (hereinafter referred to as **"NSDL"**) and based on the voting through physical Ballot papers.

Sunil Agarwal & Co. FCS No. 8706 Mumbai C.P. No. 3288

406, Sai Samarpan, Next To M.I.R.A Hospital, Near D'mart, Bhayander (West), Mumbai - 401101.

DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice of Postal Ballot along with statement setting out material facts under Section 102 of the Act were sent to the shareholders.

CUT-OFF DATE:

The Voting rights were reckoned as on Friday 30th August, 2019, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting through physical mode.

REMOTE E-VOTING:

The Company has availed services of National Depository Services Limited as the agency for providing the remote e-voting platform.

The remote e-voting period was kept open for thirty days which commenced on Saturday 14th September 2019 at 9:00 A.M. and concluded on Sunday, 13th October, 2019 at 5:00 P.M. on https://www.evoting.nsdl.com.

As prescribed under Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended from time to time, for the purpose of ensuring that shareholders who have cast their votes through remote e-voting do not vote again by physical Postal ballot, the scrutinizer shall have access after closure of remote e-voting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

Accordingly, NSDL, the e-voting agency provided us with the names, DP ID / folio numbers and shareholding of the members who had cast their votes through remote e-voting.

COUNTING PROCESS:

- **Remote E-voting**

  The remote e-voting results on the NSDL E-voting platform were unblocked and downloaded on Sunday, 13th October 2019 after 5 P.M.

- None of the Shareholders have voted through Postal ballot

RESULTS:

The details containing *interalia*, list of Equity Shareholders, who voted "for", "against" or "abstain/invalid", if any on each of the resolution(s) that were put to vote, were generated from the e-voting website of NSDL. Taking into account the report from NSDL, result with respect to each item on the agenda as set out in the Notice of the Postal Ballot is enclosed.

Sunil Agarwal & Co. FCS No. 8706 Mumbai C.P. No. 3287

I further report that:

i. As per regulation 276 of the SEBI (issue of Capital & Disclosure requirements) Regulations 2018, the vote cast by shareholders other than promoters in favour of proposed special resolution is two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

ii. Based on the aforesaid results of the Ordinary Resolution as contained in item no. 1 and Special Resolution as set out at item no. 2 of the Notice have been passed with requisite majority.

RECOMMENDATION

All the resolution(s) having secured requisite majority of votes, the respective resolution(s) can be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking You,
Yours faithfully,

Sunil Agarwal & Co. FCS No. 8706 Mumbai C P No. 3286

CS SUNIL AGARWAL
Practicing Company Secretary
FCS 8706
C.P. No. 3286
UDIN number F008706A000072594

Date: 14.10.2019
Place: Mumbai

CONSOLIDATED RESULTS

Item No. 1.

ORDINARY RESOLUTION, TO APPROVE INCREASE OF AUTHORIZED SHARE CAPITAL OF THE COMPANY FORM 15 CRORES TO 20 CRORES

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting Through Physical Ballot		Total		
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	15	11328000	0	0	15	11328000	100
Voted Against	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Abstain	0	0	0	0	0	0	0
Total	15	11328000	0	0	15	11328000	100

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

Sunil Agarwal & Co. Mumbai CP No. 3266 FCS No. 8706

Item No. 2.

SPECIAL RESOLUTION, TO APPROVE MIGRATION FROM EMERGE PLATFORM OF NSE LIMITED TO MAIN BOARD OF NSE LIMITED

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting Through Physical Ballot		Total		
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	15	11328000	0	0	15	11328000	100
Voted Against	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Abstain	0	0	0	0	0	0	0
Total	15	11328000	0	0	15	11328000	100

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

Thanking You,
Yours faithfully,

Sunil Agarwal & Co. FCS No. 8706 Mumbai C P No. 3286

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

Date : 14.10.2019
Place: Mumbai

Resolution Required(Ordinary/Special) Whether Promoter/Promoter Group are interested in below Resolution					ORDINARY RESOLUTION NO				
Description of resolution considered					APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against	Invalid votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-voting	10850000	10850000	100	10850000	0	100	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0	0
	Total	**10850000**	10850000	100	10850000	**0**	**100**	**0**	**0**
Public Institutions	E-voting	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0	0
	Total	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Public Non-Institutions	E-voting	3934000	478000	12.15	478000	0	100	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0	0
	Total	**14784000**	**478000**	**12.15**	**478000**	**0**	**100**	**0**	**0**

AARVI ENCON LTD. MUMBAI

Sunil Agarwal & Co. Mumbai C P No. 3286 M.No. 8706

Resolution Details(2)									
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					SPECIAL RESOLUTION				
					No				
Description of resolution considered					APPROVAL FOR MIGRATION OF THE COMPANY FROM SME EMERGE PLATFORM TO MAIN BOARD OF NSE LTD				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against	Invalid votes
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-voting	10850000	10850000	100	10850000	0	100	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0	0
	Total	**10850000**	10850000	100	10850000	**0**	**100**	**0**	**0**
Public Institutions	E-voting	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0	0
	Total	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Public Non-Institutions	E-voting	3934000	478000	12.15	478000	0	100	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0	0
	Total	**14784000**	**478000**	**12.15**	**478000**	**0**	**100**	**0**	**0**

AARVI ENCON LTD. MUMBAI

Sunil Agarwal & Co. FCS No. 8706 Mumbai CP No. 2208