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

REPORT OF THE SCRUTINIZER

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

To,
The Chairman, Managing Director & CFO,
Aarvi 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 31st Annual General Meeting held on Tuesday, 6th August, 2019 ("AGM")

in a fair and transparent manner for the resolution(s) as contained in the Notice convening 31st 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 31st 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 Big Share 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 AGM dated 24th May, 2019 convening the 31st AGM of the Company along with statement setting out material facts under Section 102 of the Act were sent to the shareholders

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

... Hospital, Near D'mart, Bhayander (West), Mumbai - 401101

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CUT-OFF DATE:

The Voting rights were reckoned as on Friday, 5th July,2019, 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 31st AGM dated 6th August, 2019 is enclosed.

I further report that:

i. Based on the aforesaid results of the Ordinary Resolutions as contained in item no. 1 to 5 of the Notice have been passed with requisite majority.

ii. None of the ballot papers were invalid.

Thanking You,
Yours faithfully,

Agarwal

Sunil Agarwal & Co. FCS No. 8706 Mumbai CP No. 3286

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

Date: 06.08.2019
Place: Mumbai

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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 31st March, 2019;

Sr. No.	Particulars	No. of poll papers	No. of Votes representing shares	% to total paid up equity capital	% to net valid votes Casts
A	Total Votes received	15	10924000	73.89	100
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)	15	10924000	73.89	100
E	Votes with Assent for the resolution	15	10924000	73.89	100
F	Votes with Dissent for the Resolution	0			0

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

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

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Item No. 2.

Ordinary Resolution, to appoint a Director in place of Mr. Virendra D. Sanghavi (holding DIN: 00759176) who retires by rotation and being eligible, offers himself 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	15	10924000	73.89	100
B	Less: Invalid votes (as per register)	0	0	0	0
C	Less: Abstain from voting (as per register)	7	10850000	73.39	0
D	Net Valid Votes(as per register)	8	74000	0.50	100
E	Votes with Assent for the resolution	8	74000	0.50	100
F	Votes with Dissent for the Resolution	0	0	0	0

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

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

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Item No. 3.

Ordinary Resolution to Declare a dividend on equity shares for the financial year ended March 31, 2019

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	15	10924000	73.89	100
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)	15	10924000	73.89	100
E	Votes with Assent for the resolution	15	10924000	73.89	100
F	Votes with Dissent for the Resolution	0			0

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

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

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Item No. 4.

Ordinary Resolution for Revision of Remuneration of Mr. Virendra D. Sanghavi, Managing Director

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	15	10924000	73.89	100
B	Less: Invalid votes (as per register)	0	0	0	0
C	Less: Abstain from voting (as per register)	7	10850000	73.39	0
D	Net Valid Votes(as per register)	8	74000	0.50	100
E	Votes with Assent for the resolution	8	74000	0.50	100
F	Votes with Dissent for the Resolution	0	0	0	0

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

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

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Item No. 5.

Ordinary Resolution for Revision of Remuneration of Mr. Jaydev V. Sanghavi, Executive Director

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	15	10924000	73.89	100
B	Less: Invalid votes (as per register)	0	0	0	0
C	Less: Abstain from voting (as per register)	7	10850000	73.39	0
D	Net Valid Votes(as per register)	8	74000	0.50	100
E	Votes with Assent for the resolution	8	74000	0.50	100
F	Votes with Dissent for the Resolution	0	0	0	0

Based on the aforesaid results, Ordinary Resolution as contained in item No. 5 has been passed with requisite majority.

Thanking You,
Yours faithfully,

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

Date : 06.08.2019
Place: Mumbai

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

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AARVI ENCON LIMITED

Date of the AGM/EGM	06/08/2019
Total number of shareholders on record date	391
No. of shareholders present in the meeting either in person or throught proxy:	18
Promoters and promoter Group:	7
Public:	11
No. of shareholders attended the meeting throught Video Conferencing:	NOT ARRANGED
Promoters and promoter Group:	
Public:	

Resolution 1 :To consider and adopt (a) the audited standalone and consolidated financial statement of the Company for the F.Y. 2018 -19

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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (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	74000	1.88	74000	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	3934000	74000	1.88	74000	0	100.00	0.00
TOTAL		14784000	10924000	73.89	10924000	0	100.00	0.00

AARVI ENCON LTD. MUMBAI

Resolution 2 : Appointment of Mr. Virendra D. Sanghavi (DIN: 00759176) a Director retiring by rotation.

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL	10850000	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	10850000	0	0.00	0	0	0.00	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	74000	1.88	74000	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	3934000	74000	1.88	74000	0	100.00	0.00
TOTAL		14784000	74000	0.50	74000	0	100.00	0.00

Resolution 3 :To Declare a Dividend on equity shares for the financial year ended March 31, 2019

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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (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	74000	1.88	74000	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	3934000	74000	1.88	74000	0	100.00	0.00
TOTAL		14784000	10924000	73.89	10924000	0	100.00	0.00

AARVI ENCON LTD. MUMBAI

Resolution 4 :Revision in Remuneration of Mr. Virendra D. Sanghavi, Managing Director of the Company.

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL	10850000	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	10850000	0	0.00	0	0	0.00	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	74000	1.88	74000	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	3934000	74000	1.88	74000	0	100.00	0.00
TOTAL		14784000	74000	0.50	74000	0	100.00	0.00

Resolution 5 :Revision in Remuneration of Mr. Jaydev V. Sanghavi, Executive Director of the Company

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL	10850000	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	10850000	0	0.00	0	0	0.00	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	74000	1.88	74000	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	3934000	74000	1.88	74000	0	100.00	0.00
TOTAL		14784000	74000	0.50	74000	0	100.00	0.00

MUMBAI