

**ARMAN HOLDINGS LIMITED**

419, Rajhans Heights, Mini Bazar, Varachha Road, Surat– 395006, Gujarat, India.  
Email: armanholdingsltd@gmail.com, Website : www.armanholdings.in  
CIN.: L65993GJ1982PLC082961

**NOTICE**

**NOTICE** is hereby given that the 36<sup>th</sup> Annual General Meeting of members of Arman Holdings Limited will be held on Wednesday, September 5, 2018 at 10:00 A.M. at 419, Rajhans Heights, Mini Bazar, Varachha Road, Surat– 395006, Gujarat, India to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended as on 31<sup>st</sup> March, 2018 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Priyadarshani Babel (DIN 06941999), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s. Anmol Rana & Associates, Chartered Accountant, as Statutory Auditors of the Company and in this regards to consider and, if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

“**RESOLVED that** pursuant to the provisions of Section 139 and section 142 and all other applicable provisions of the Companies Act, 2013 and Rules framed there under, as amended from time to time, and pursuant to recommendation of Audit Committee of Directors and of Board of Directors and pursuant to resolution passed by the members at the 33<sup>rd</sup> Annual General Meeting held on September 28, 2015, the appointment of M/s. Anmol Rana & Associates, Chartered Accountants (Firm Registration No. 015666C), as Auditors of the company to hold office till the conclusion of the 37<sup>th</sup> Annual General Meeting (AGM) of the Company to be held in calendar year 2019, be and hereby ratified and the Board of Directors be and hereby authorised to fix the remuneration payable to them for the financial year ended as on 31<sup>st</sup> March, 2019 as may be determined by the Audit Committee in consultation with the Auditors.”

**SPECIAL BUSINESS:****4. To approve and ratify the utilisation of Preferential Issue Proceed**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution

“**RESOLVED THAT** pursuant to BSE Limited Notice no. 20180613-29 dated June 13, 2018 and as per the process duly approved by the SEBI, the statement of utilization of proceeds of Preferential Issue of 49,61,500 Equity Shares of Rs.10 each issued at a price of Rs.13 per share to various investors (Promoters and Non Promoters) on January 6, 2014 is hereby approved and ratified by the members of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board  
For **Arman Holdings Limited**

Place: Surat

Date: August 3, 2018

**Registered Office:**

419, Rajhans Heights,  
Mini Bazar, Varachha Road,  
Surat– 395006, Gujarat, India  
Email : armanholdingsltd@gmail.com

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Company Secretary

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case 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 member.
2. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting
4. 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.
5. Members who holds shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who holds share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership in the Meeting.
6. The Register of Members and Share Transfer Books shall remain closed from 31/08/2018 to 5/09/2018 (Both days inclusive).
7. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. along with their copy of Annual Report to the Meeting.
8. Members are requested to kindly notify immediately change, if any, in their address to the Company.
9. Profile(s) of the Director(s) seeking appointment / re-appointment, as required under regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.
10. Electronic copy of the Annual Report, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
11. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
12. Members may also note that the Annual Report for FY 2017-18 will also be available on the Company's website [www.armanholdings.in](http://www.armanholdings.in)
13. Members who wish to obtain information concerning the accounts of the Company and other matters may send their queries at least 10 days before the date of Meeting, to the Company Secretary, at the registered office of the Company.
14. Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in Demat / Electronic form, the nomination form may be filed with the respective Depository Participant.
15. **Voting through electronic means:**

The Company is pleased to offer E-Voting facility under Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for its Members to enable them to cast their votes electronically with the help of Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the meeting. Further, the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. Conversely, Members attending the meeting who have not cast their vote by remote e-voting shall be entitled to exercise their right at the meeting through the voting facility made available at the venue of the annual general meeting.

The procedure and instructions for the same are as follows:

- (i) The remote e-voting period begins on Saturday, September 1, 2018 (9.00A.M.) and ends on Tuesday, September 4, 2018 (5.00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, August 31, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.  
  
Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. Friday, August 31, 2018, may obtain the login ID and password by sending a request at [investors@armanholdings.in](mailto:investors@armanholdings.in)
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab and select the Company's name from the drop down menu and click on "SUBMIT".
- (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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are holding shares in physical form or first time user in case holding shares in demat form, follow the steps given below:

For Members holding shares in Physical Form and Demat Form	
PAN	<p>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"> <li>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 <b>sequence number*</b> in the PAN field.</li> <li>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.</li> </ul>
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>

\* *Sequence number shall be as per separate sheet attached with the Annual Report.*

- (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, provide 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.

EVSN (E-voting Sequence Number)	USER ID (16 Digit Demat Account/ Folio No. of members holding shares in physical mode)	PASSWORD (as per point (vi) to (ix) of e-voting instructions)
XXXXXXXXXX		

- (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 relevant Company Name (**Arman Holdings Limited**) on which you choose 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 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 same 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 –Individuals shareholders and Custodians**

Non –Individuals shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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.
  - Shareholders can also cast their vote using CDSL'S mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store.
  - I Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of Members receiving the physical copy:**

- Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
  - The voting period begins on Saturday, September 1, 2018 (9.00A.M.) and ends on Tuesday, September 4, 2018 (5.00 P.M.).
- During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, August 31, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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.co.in' under help Section or write an email to '[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)'.
- Members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer, Mr. Ankit Sethi of M/s Ankit Sethi & Associates, Practicing Company Secretaries C/o. Arman Holdings Limited, 419, Rajhans Heights, Mini Bazar, Varachha Road, Surat- 395006, so as to reach by 5.00 P.M. on Tuesday, September 4, 2018. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
  - In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
  - The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, August 31, 2018.

For conducting this e-voting activity in a fair and transparent manner, the Board of Directors has appointed Mr. Ankit Sethi of M/s Ankit Sethi & Associates; Practicing Company Secretaries as Scrutinizer (including the ballot forms).

The Scrutinizer shall immediately after conclusion of voting at the Annual general meeting first count the votes cast at the meeting and thereafter, unblock the votes in presence of at least two witnesses not in employment of the Company and makes a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.armanholdings.in](http://www.armanholdings.in) and on the website of CDSL and will be communicated to BSE Limited.

By Order of the Board  
For **Arman Holdings Limited**

Place: Surat  
Date: August 3, 2018  
**Registered Office:**  
419, Rajhans Heights,  
Mini Bazar, Varachha Road,  
Surat- 395006, Gujarat, India  
Email : [armanholdingsltd@gmail.com](mailto:armanholdingsltd@gmail.com)

Altamish  
Company Secretary

**EXPLANATORY STATEMENT EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ANNEXURE TO THE NOTICE****Item No.2: Appointment / Re appointment of Director:**

*Details as stipulated under regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment is furnished below:*

<b>Name of the Director</b>	Mrs. Priyadarshani Babel
Date of Birth	14/05/1988
Date of Appointment	12/08/2014
DIN	06941999
Qualifications	MA
Directorships held in other companies	Nil
Memberships/ Chairmanships of Committees across Public Companies	Nil
Expertise in specific functional areas	Marketing, administration, advisory field
Shares Held in the Company	4850

Mrs. Priyadarshani Babel is wife of Mr. Deepak Kumar Babel

**SPECIAL BUSINESS****Item 4: To approve and ratify the mis-utilisation of Preferential Issue Proceed**

- Pursuant to the approval of the Board vide its resolution dated 30-08-2013 and the approval of shareholders at 31<sup>st</sup> Annual General meeting held on 30-9-2013, the company had undertaken Preferential Issue of 50,00,000 Equity Shares of Rs.10 each issued at a price of Rs.13 per share and accordingly has allotted 49,61,500 Equity Shares to various investors (Promoters and Non Promoters) on 6-01-2014 ("**Preferential Issue**"). The said Preferential Issue was pursuant to sec 81(1A) of Companies Act 1956 and Chapter VII of SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009 and Equity Shares allotted said Preferential Issue were listed on BSE Limited ("**BSE**") and The Delhi Stock Exchange Limited ("**DSE**") and were locked in as per Chapter VII of SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009. The objects of said Preferential Issue was *in order to raise funds to meet additional financial requirements for expansion of its existing business and also working capital of the Company.*
- Further, the BSE Limited suspended the trading in Equity Shares of the Company due to surveillance measure vide its notices No. 20151218-28 dated 18/12/2015 and 20151221-2 dated 21/12/2015.
- Further on June 9, 2016 we had received show cause notice from BSE Limited inter-alia to clarify on the following:
  - The proceeds of preferential issue have not been utilized strictly for the purpose as mentioned by the company in its object of preferential issue.*
  - Non availability of Supporting for the advance given for precious stones*
  - In cases where the transactions could not be completed, the company has received full refund of the amount it had paid as advances.*

*The above show cause notice of BSE was appropriately replied and personal hearing was made by Company officials before BSE.*

- Further on March 21, 2017 a letter from SEBI (No.SEBI/HO/CFD/FAC/OW/P/2017/6143/1) was received seeking clarification on BSE Letter dated on June 9, 2016 which was duly replied on May 19, 2017.
- Further, BSE vide its notice (no. 20180613-29) dated June 13, 2018 and as per the process duly approved by the SEBI had directed us to ratify the alleged mis- utilization of said Preferential Issue proceed by the Shareholders within 3 months from the date of notice and mandatorily disclose mis - utilization of preferential proceeds along with ensuing quarterly unaudited / audited financial results (ie in the quarterly results of June 30, 2018)
- The statement of utilization of said Preferential Issue proceeds which will be disclosed in the quarterly financial results of June Quarter, 2018 and as certified by the Statutory Auditors is as follows:

STATEMENT OF UTILISATION OF PREFERENTIAL ISSUE		
S.no	As per Shareholder's Resolution	Amount (Rs)
1	To meet additional financial requirements for expansion of its existing business operations and also Working Capital	6,44,99,500
<b>Total</b>		<b>6,44,99,500</b>
Actual		
S.no	As per Shareholder's Resolution	Amount (Rs)
1	Advance for purchase of Precious Stones and Textile Products & Working capital requirement of that Business (#)	6,44,99,500
<b>Total</b>		<b>6,44,99,500</b>

*# Out of the above proceeds, the management had utilized the issue proceeds by giving advances for purchase of precious stones & textile products, gave loans and made investments in equity shares and hence management believes that there is no deviation in proposed and actual utilization of Preferential Issue proceeds. In 31<sup>st</sup> Annual General Meeting held on 30-9-2013, pursuant to Section 149(2A) and other applicable provisions of the Company Act, 1956, the shareholders of the company also approved commencement of new business by inserting two object clauses in other Object Clause.*

- Currently, the trading in Equity Shares is restricted on account of Graded Surveillance Measure –Stage-3(GSM-Satge-3)

The Board of Directors recommends the above resolution for your approval by way of special resolutions. Mr Deepak Kumar Babel is a promoter/ director in one of the allottee of Preferential issue, viz. Manasvini Trading Private Limited. as set out in resolution no. 4 of the notice.

By Order of the Board  
For Arman Holdings Limited

Place: Surat  
Date: August 3, 2018  
**Registered Office:**  
419, Rajhans Heights,  
Mini Bazar, Varachha Road,  
Surat- 395006, Gujarat, India  
Email : armanholdingsltd@gmail.com

Altamish  
Company Secretary

**ROUTE MAP OF THE VENUE OF AGM**

