



ARYAMAN FINANCIAL SERVICES LIMITED

CIN: L74899DL1994PLC059009

Regd Office: 102, Ganga Chambers, 6A/1, W.E.A., Karol Bagh, New Delhi - 110 005

Corporate Office: 60, Khatau Building, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 001

Tel.: 022 – 6216 6999; **Fax:** 022 – 22630434

Website: www.afsl.co.in; **Email:** info@afsl.co.in

NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF MEMBERS OF ARYAMAN FINANCIAL SERVICES LIMITED WILL HELD ON WEDNESDAY, MARCH 15, 2017 AT 10.00 A.M., AT CORPORATE OFFICE OF THE COMPANY LOCATED AT 60, KHATAU BUILDING, ALKESH DINESH MARG, FORT, MUMBAI – 400 001, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and 64 of the Companies Act, 2013 and other applicable provisions, if any, (including any amendment thereto or reenactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby increased from Rs. 11,00,00,000 (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lacs) Equity Shares of Rs. 10/- each to Rs. 11,70,00,000 (Rupees Eleven Crores Seventy Lacs only) divided into 1,17,00,000 (One Crore Seventeen Lacs) Equity Shares of Rs. 10/- each by creation of additional 7,00,000 (Seven Lacs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

2. ALTERATION IN CAPITAL CLAUSE OF MOA

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

“RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any, (including any amendment thereto or reenactment thereof) and the rules framed there under, the consent of the members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorized Share Capital of the Company is Rs. 11,70,00,000 (Rupees Eleven Crores Seventy Lacs only) divided into 1,17,00,000 (One Crore Seventeen Lacs) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

3. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the “Act”) read with provisions of Chapter VII – “Preferential Issue” of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as the “ICDR Regulations”), (including any statutory modification thereto or reenactment thereof for the time being in force) and the provisions of any rules / regulations / guidelines issued / framed by the Central Government, Reserve Bank of India and Stock Exchanges, relevant enabling provisions of Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to all such approval(s), consent(s), permission(s) and / or sanction(s) as may be required by law from Government of India, SEBI, Stock Exchanges, and any other appropriate Authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval(s), consent(s), permission(s) and / or sanction(s) which may be agreed to by Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board of Directors of the Company to create, offer, issue, and allot up to 7,07,000 (Seven Lacs Seven Thousand) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each at a premium of Rs. 12.50/- (Rupees Twelve and Fifty paise) per equity share, calculated in accordance with Regulation 76 of the ICDR Regulations and applicable law, to persons / entities as mentioned in the below in table (hereinafter referred to as the “Proposed Allotees”) whether they are Shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Sr. No.	Name of the Proposed Allotees	PAN	Category	No. of Shares
1.	Shripal Shah	BBTPS8152C	Promoter Group	90,000
2.	Shreyas Shah	BEOPS6554N	Promoter Group	90,000
3.	Babulal Shah	ADKPS5217Q	Public	3,02,000
4.	Nilesh Shah	AADPS8755P	Public	90,000
5.	Pooja Shah	AUHPD4509L	Public	45,000
6.	Siddhi Shah	DGEPS2169K	Public	45,000
7.	Leena Shah	AACPS4823P	Public	45,000
Total				7,07,000

RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the “Relevant Date”, for determining the minimum price for issue of equity shares being issued to the Proposed Allotees, on a preferential basis, is February 13, 2017 being the date which is 30 (Thirty) days prior to the date to this Extraordinary General Meeting of the Company.

RESOLVED FURTHER THAT subject to the terms stated hereinabove:

- a) The Equity Shares shall be allotted in dematerialized form within a period of Fifteen (15) days from the date of receipt of the shareholders approval or in the event Equity Shares require any approvals or permissions from the regulatory authority or the Central Government, within Fifteen (15) days from the date of such approval(s) or permission(s), as the case maybe.

- b) The Equity Shares offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- c) The Equity Shares offered, issued and allotted pursuant to this resolution shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividend.
- d) The Equity Shares offered, issued and allotted shall remain locked-in from such date and for such periods as specified under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) / Committee of Director(s) or any other Officer or Officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any appropriate authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the committee thereof be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to Government of India, SEBI, Stock Exchanges etc. and such other approvals, if require and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors

sd/-

Deepesh Jain

Company Secretary

Date: February 16, 2017

Place: Mumbai

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.
2. This Notice is being to members of the Company as appearing in Register of Members.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AN EXTRA ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S CORPORATE OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTYEIGHT 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. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% 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 TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH**

PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE BLANK PROXY FORM IS ENCLOSED.

4. Members/Proxy holder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
5. Electronic copy of the Notice of the Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith the Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode.
6. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
7. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
8. Relevant documents referred to in the Notice, statutory registers and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company during normal business hours on working days. Members desiring to seek information with respect to the businesses in this notice are requested to send their queries at least Seven days before the date of the meeting so that the information can be made available at the meeting.
9. A route map showing directions to reach the venue of the meeting is given in this Notice.
10. Once the vote on a resolution is cast by the member, the member shall not allowed to change it subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided ballot papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
11. Member holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA viz. Adroit Corporate Services Private Limited.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form and submit their PAN to the Company/ Adroit Corporate Services Private Limited.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.
14. **Voting through electronic means**
 1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at Extraordinary General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Extraordinary General Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
 2. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 3. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

4. The remote e-voting period commences on **Saturday, March 11, 2017 (9:00 am)** and ends on **Tuesday, March 14, 2017 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, March 08, 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. **The process and manner for remote e-voting are as under:**
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Aryaman Financial Services Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jigar.gandhi@jngandco.in with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990.
7. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
9. 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 of **Wednesday, March 08, 2017**.
10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Wednesday, March 08, 2017**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using

“Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

11. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
12. 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 as well as voting at the AGM through ballot paper.
13. Mr. Jigarkumar Gandhi, Practicing Company Secretary (Membership No. F7569) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
14. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
15. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, 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 and declare the result of the voting forthwith.
16. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.afsl.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
17. **All queries relating to Share Transfer and allied subjects should be addressed to:**
Adroit Corporate Services Private Limited
19/20, Jaferbhoy Industrial Estate,
Makwana Road, Marol Naka,
Andheri (East), Mumbai-400 059

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:

ITEM NO. 1 & 2:

The Company in order to meet its growth objectives and to fund its expansion plans, Company may be required to generate long-term resources by issuing equity shares. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company from Rs. 11 Crores to Rs. 11.70 Crores and for that purpose the Memorandum of Association of the Company is proposed to be suitably altered by passing Ordinary (Item No. 1) & Special (Item No. 2) resolution. A copy of the Memorandum and Articles of Association of the Company is available at the Corporate Office of the Company for inspection during the office hours till the conclusion of the General Meeting.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for increase in authorized share capital and for alteration of the Capital Clause of the Memorandum of Association of the Company. The Board of Directors accordingly recommends resolution specified in Item No. 1 & 2 for the approval of the members.

Except Mr. Shripal Shah and Mr. Shreyas Shah, Directors of the Company, none of the other Directors, Manager, Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions.

ITEM NO. 3:

The growing business of your Company requires funds, Company has raised several debts. In view of the same, the Board of Directors at their meeting held on Thursday, February 16, 2017 has considered it appropriate that existing debt of the Company be repaid and long term capital be infused in the Company to add more credibility to the Business. Your Company thinks that one way of achieving this would be through the preferential allotment of equity shares. Further, the Board believes that the proposed preferential allotment would allow the Company to raise long term capital as against the alternative of raising additional capital by way of debt financing, which would entail significant interest costs.

Therefore, in terms of Section 62(1)(c) & Section 42 of the Companies Act, 2013 and Rules made thereunder (the "Act"), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter VII – "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

Accordingly, the Company proposes to issue and allot, 7,07,000 (Seven Lacs Seven Thousand Only) fully paid-up equity shares of Rs.10/- (Rupees Ten Only) each of the Company, at a price of Rs. 22.50/- (Rupees Twenty Two and Fifty Paise Only) per equity share calculated in accordance with Regulation 76 of the ICDR Regulations and applicable law, to the Proposed Allottees as mentioned below.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

(i) The object / purpose of the preferential issue:

The proceeds will be utilized for any one or in combination with any one or more of the purposes viz. to repay the existing debt of the Company and to augment the net worth and the capital base of the Company required for its business growth including general corporate purposes.

(ii) The total number of shares or other securities to be issued:

The Board intends to offer, issue and allot up to 7,07,000 (Seven Lacs Seven Thousand) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each at a premium of Rs. 12.50/- (Rupees Twelve and Fifty paise) per equity share, calculated in accordance with Regulation 76 of the ICDR Regulations and applicable law.

(iii) The price or price band at / within which the allotment is proposed:

The issue price is Rs. 22.50/- (Rupees Twenty Two and Fifty Paise Only) per equity share calculated in accordance with Regulation 76 of the ICDR Regulations and applicable law, to the Proposed Allottees as mentioned below.

(iv) Basis on which the price has been arrived at along with report of the registered valuer:

In accordance with Regulation 76, Chapter VII of SEBI ICDR Regulations, the Equity Shares to be issued and allotted on a preferential basis shall be made at a price not less than the higher of the following:

- i) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the recognized stock exchange during twenty six weeks preceding the Relevant Date; or
- ii) The average of the weekly high and low of the volume weighted average prices of the related shares quoted on a recognized stock exchange during two weeks preceding the Relevant Date.

Accordingly, 7,07,000 (Seven Lacs Seven Thousand) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each will be issued at a premium of Rs. 12.50/- (Rupees Twelve and Fifty paise) per equity share, calculated in accordance with Regulation 76 of the ICDR Regulations and applicable law.

(v) Relevant date with reference to which the price has been arrived at:

The Relevant Date as per the SEBI (ICDR) Regulations for the determination of the price per equity share to be issued on preferential basis is fixed as February 13, 2017, being a date which is 30 (Thirty) days prior to the date of this Extraordinary General Meeting.

(vi) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no.(ix) below.

(vii) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

Except Mr. Shripal Shah and Mr. Shreyas Shah, Director & Promoter Group of the Company, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential issue.

(viii) Proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of Securities on or before the expiry of 15 (Fifteen) days from the date of passing of this resolution by the Shareholders or where allotment of securities require any approval(s) from any regulatory authority or the Central Government, the said allotment will be completed within 15 days from the date of such approval(s) as the case may be.

(ix) The identity of the Proposed Allottees, maximum number of equity shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottees:

Details of the Proposed Allottees:

Sr. No.	Proposed Allottees	Maximum no. of Equity Shares	Amount (Rs. in Lacs)	Pre-Issue shareholding		Post-Issue shareholding	
				No. of shares	%	No. of shares	%
1.	Shripal Shah*	90,000	20.25	Nil	-	90,000	0.77%
2.	Shreyas Shah*	90,000	20.25	Nil	-	90,000	0.77%
3.	Babulal Shah	3,02,000	67.95	Nil	-	3,02,000	2.59%
4.	Nilesh Shah	90,000	20.25	Nil	-	90,000	0.77%
5.	Pooja Shah	45,000	10.13	Nil	-	45,000	0.39%
6.	Siddhi Shah	45,000	10.13	Nil	-	45,000	0.39%
7.	Leena Shah	45,000	10.13	Nil	-	45,000	0.39%
Total		7,07,000	159.08	Nil	-	7,07,000	6.05%

*Mahshri Enterprises Private Limited (MEPL) is the Promoter of our Company and Mr. Shripal Shah & Shreyas Shah are the individual promoters behind the Mahshri Enterprises Private Limited. MEPL currently holds 70,83,030 Equity Shares representing 64.54% based on pre issue capital.

(x) The change in control, if any, in the Company that would occur consequent to the preferential issue:

There will not be any change in control / management, consequent to this preferential issue.

(xi) The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

The Company has not made any preferential issue of securities during the year.

(xii) Shareholding pattern of the Company pre and post issue:

Sr. No.	Category	Pre Issue Shareholding		Post Issue Shareholding	
		Total Number of Shares held	%	Total number of shares held	%
A	Promoters' holding :				
1	Indian :				
	Individual*	-	-	1,80,000	1.54%
	Bodies Corporate	70,83,030	64.54%	70,83,030	60.63%
	Sub Total	70,83,030	64.54%	72,63,030	62.17%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	70,83,030	64.54%	72,63,030	62.17%
B	Non Promoters' holding:				
1	Institutional Investors	1,500	0.01%	1,500	0.01%
2	Non Institution:				
	Private Corporate Bodies	19,43,861	17.71%	19,43,861	16.64%
	Directors and Relatives	-	-	-	-
	Indian Public	19,38,584	17.66%	24,65,584	21.11%
	Others (Including NRIs)	8,025	0.07%	8,025	0.07%
	Sub Total (B)	38,91,970	35.46%	44,18,970	37.83%
	Grand Total (A+B)	1,09,75,000	100%	1,16,82,000	100%

*Mahshri Enterprises Private Limited (MEPL) is the Promoter of our Company and Mr. Shripal Shah & Shreyas Shah are the individual promoters behind the Mahshri Enterprises Private Limited. Further Mr. Shripal Shah & Shreyas Shah are also the Director of Our Company.

(xiii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: – Not Applicable

(xiv) Undertaking to recomputed price: – Not Applicable

(xv) Undertaking to put under lock-in till the recomputed price is paid: – Not Applicable

(xvi) Certificate from Statutory Auditors:

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of ICDR Regulations shall be made available for inspection on any working day between 11.00 a.m. to 01.00 p.m. after the Relevant Date and upto the date of Extraordinary General Meeting.

(xvii) Lock-in Period:

The securities allotted to Proposed Allottee shall be locked in as per Regulation 78 and other applicable provisions of ICDR Regulations.

The consent of the Shareholders is sought for the issue of equity shares in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the Listing Agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No.3 of the accompanying Notice.

Except Mr. Shripal Shah and Mr. Shreyas Shah, Directors of the Company, none of the other Directors, Manager, Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions.

By Order of the Board of Directors

sd/-

Deepesh Jain

Company Secretary

Date: February 16, 2017

Place: Mumbai



ARYAMAN FINANCIAL SERVICES LIMITED

CIN: L74899DL1994PLC059009

Regd Office: 102, Ganga Chambers, 6A/1, W.E.A., Karol Bagh, New Delhi - 110 005

Corporate Office: 60, Khatau Building, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 001

Tel.: 022 – 6216 6999; **Fax:** 022 – 22630434

Website: www.afsl.co.in; **Email:** info@afsl.co.in

ATTENDANCE SLIP

Registered Folio No./DP ID no./Client ID no.:	
DP ID - Client ID	
No. of Shares Held	

I hereby record my presence at the Extraordinary General Meeting of the Company held on Wednesday, March 15, 2017 at 10.00 A.M. at Corporate Office of the Company at 60, Khatau Building, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 001.

.....
Name of the member/proxy (in BLOCK Letters)	Signature of the member/proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice for reference to the EGM.



ARYAMAN FINANCIAL SERVICES LIMITED

CIN: L74899DL1994PLC059009

Regd Office: 102, Ganga Chambers, 6A/1, W.E.A., Karol Bagh, New Delhi - 110 005

Corporate Office: 60, Khatau Building, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 001

Tel.: 022 – 6216 6999; **Fax:** 022 – 22630434

Website: www.afsl.co.in; **Email:** info@afsl.co.in

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Extraordinary General Meeting – Wednesday, March 15, 2017

Name of the Member(s)	
Registered Address:	
Email-Id:	
Folio No./Client ID:	
DP ID:	

I/we, being the member (s) ofshares of the above named company, hereby appoint

1. Name.....Email:.....Address:
.....
..... Signature:_____

or failing him/her

2. Name.....Email:.....Address:
.....
..... Signature:_____ or

or failing him/her

3. Name.....Email:.....Address:
.....
..... Signature:_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Wednesday, March 15, 2017 at 10.00 A.M. at Corporate Office of the Company at 60, Khatau Building, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 001 and at any adjournment thereof in respect such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
1	Increase in Authorised Capital from 11 Crores to 11.70 Crores			
2	Amendment in Capital Clause of MoA			
3	Issue of 7,07,000 Equity Shares of Preferential Basis			

Signed this..... day of.....2017

.....
Signature of shareholder(s)

.....
Signature of Proxy holder(s)

Please Affix Rs.1 Revenue Stamp

.....
Signature of Proxy holder(s)

.....
Signature of Proxy holder(s)

Notes:

1. *This form of proxy in order to be effective should be duly completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.*
2. *It is optional to indicate your preference. If you leave for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.*
3. *The proxy need not be a member of the company. Appointing proxy does not prevent a member from attending in person if he so wishes.*
4. *In case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.*

ROUTE MAP TO THE EGM VENUE

Venue Address: 60, Khatau Building, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 001

