



## Arman Financial Services Limited

Regd. Office: 502-503, Sakar III, Opp. Old High Court, Off Ashram Road, Ahmedabad- 380014, Gujarat.  
Tel No.: +91 79 4050 7000 | Email ID : finance@armanindia.com  
Website: www.armanindia.com | CIN: L55910GJ1992PLC018623

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies  
(Management and Administration) Rules, 2014)

Dear Member(s),

**Notice** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings ("**SS-2**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable laws and regulations, that it is proposed to seek the consent of the members ("**Members**") of Arman Financial Services Limited ("**Company**"), for the resolution appended below, through postal ballot using Postal Ballot Form / remote electronic voting ("**E-voting**").

#### **SPECIAL BUSINESS**

**Item No. 1: Issuance of Securities through qualified institutions placement for an aggregate amount not exceeding Rs.125 Crores (Rupees One Hundred & Twenty Five Crores)**

**To consider, and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to Section 23, 42, 62 and other applicable provisions of the Companies Act, 2013, and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) (together the "**Companies Act**"), and in accordance with the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "**ICDR Regulations**"), and subject to all applicable statutory and regulatory requirements (including inter alia the relevant date on the basis of which price of the Securities or the resultant shares are determined being in compliance with applicable statutory and/or regulatory parameters), the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and to the extent applicable, the provisions of the Foreign Exchange Management Act, 1999, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) ("**FEMA**"), the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force), and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India, ("**GOI**"), the Ministry of Corporate Affairs, ("**MCA**"), the Reserve Bank of India, ("**RBI**"), the Securities and Exchange Board of India, ("**SEBI**"), BSE Limited, and, the National Stock Exchange of India Limited, (the "**Stock Exchanges**"), and/or any other applicable regulatory/statutory authorities, and subject to the necessary approval and/or consent of any statutory and/or regulatory authorities, and the conditions as may be prescribed by any of them while granting any such approval and/or consent, as may be agreed to by the Board of Directors of the Company, (hereinafter referred to as the "**Board**", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this Resolution to the extent permitted by law), the consent, approval and sanction of the Board, subject to the approval of the members of the Company, be and is hereby granted to create, issue, offer and allot securities including inter alia ordinary equity shares of the face value of Rs.10 each (Rupees Ten Only) ("**Equity Shares**"), and/or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares, or any combination of securities convertible into or exchangeable for Equity Shares and/ or convertible preference shares and/or convertible debentures (compulsorily and/or optionally, fully and/ or partly) and/or warrants

with a right exercisable by the warrant holder to exchange or convert such warrants with the Equity Shares of the Company at a later date simultaneously with the issue of non-convertible debentures and/or any other permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for Equity Shares at the option of the Company and/or holder(s) of the security(ies) and/ or securities linked to Equity Shares, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India (all of which are hereinafter collectively referred to as “**Securities**”) or by any one or more or a combination of the above or otherwise, upto an aggregate amount of Rs. 125 Crores (One Hundred and Twenty Five Crores Only), as may be decided by the Board, at an appropriate time (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in the course of one or more private offerings, in the form of Qualified Institutions Placement (“**QIP**”), or any other method and by way of a placement document (“Offering Document/Disclosure Document / Information Memorandum”), to eligible investors (whether or not such investors are Indian or foreign, including, without limitation, financial institutions, commercial banks, mutual funds, foreign portfolio investors, multilateral and bilateral development financial institutions, venture capital funds, foreign venture capital investors, insurance companies and other qualified institutional buyers as permitted by applicable statutes and regulations from time to time), at such time/times, in one or more tranches, for cash, at such price or prices, including at a permissible discount (including but not limited to any discount as may be permitted under Chapter VI of ICDR Regulations) / premium to the market price, in such manner and on such terms and conditions including security, rate of interest etc., considering the then prevailing market conditions and other relevant factors wherever necessary, in consultation with the merchant bankers and/or other advisors or otherwise, on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue or allotment of Securities”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid issue of the Securities may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market practices, etc.”

**“RESOLVED FURTHER THAT,** if the Company proposes to allot any Securities pursuant to a qualified institutions placement (“**QIP**”):

- i. the allotment of Securities shall be completed within 12 months from the date of passing of the Special Resolution or such other time as may be allowed under the ICDR Regulations from time to time;
- ii. the relevant date shall be the date of the meeting in which the Board or the committee of directors duly authorised by the Board decides to open the issue of such any Securities;
- iii. the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations (“**QIP Floor Price**”), and the price determined for a QIP shall be subject to appropriate adjustments as per the provisions of Regulation 176(4) of the ICDR Regulations, as may be applicable; and
- iv. the Board, at its absolute discretion, may offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law on the QIP Floor Price.”

**“RESOLVED FURTHER THAT,** the Equity Shares as may be required to be issued and allotted in accordance with the terms of the offer shall rank *pari passu* inter-se and with the then existing Equity Shares of the Company in all respects including dividend, which shall be subject to relevant provisions on that behalf contained in the Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- a) in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares and the price as aforesaid shall be suitably adjusted; and
- d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/ or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will

be made.”

**“RESOLVED FURTHER THAT**, without prejudice to the generality of the above, the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with offering, issuing and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- i. offer, issue and allot the Securities or any/all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including inter alia, (a) terms for issue of additional Securities, (b) terms as are provided in domestic offerings of this nature, and, (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into Equity Shares, pricing, variation of the price or period of conversion, and/or finalizing the objects of the issue/s and the monitoring of the same;
- ii. approve, finalise and execute any preliminary as well as final offer document, (including inter alia any draft offer document, offering circular, registration statement or placement document or private placement offer letter and/or other letter or circular (**“Offering Document/Disclosure Document/ Information Memorandum”**)), and to approve and finalise any term sheets in this regard;
- iii. issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares of the Company in all respects;
- iv. approve, finalise and execute any number of powers of attorney;
- v. taking decision to open the issue, and in this regard, to decide the opening and closing dates;
- vi. approve, finalise and execute agreements and documents, including lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and/or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s)/merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other outgoings in connection therewith;
- vii. to provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, to amend or modify any of the above agreements powers or documents, as required;
- viii. seek any consents and approvals, including, inter alia, the consent from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements with, and from concerned statutory and regulatory authorities;
- ix. file requisite documents with the SEBI, BSE Limited / National Stock Exchange of India Limited, the Reserve Bank of India, and any other statutory and/or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- x. seeking the listing of the Securities on any stock exchange/s, submitting the listing application to such stock exchange/s and taking all actions that may be necessary in connection with obtaining such listing approvals, (both in principle and final listing and trading approvals);
- xi. open one or more bank accounts in the name of the Company in Indian currency, in relation to the Issue, and the director/s and/or officer/s of the Company as authorized by the Board who shall be authorized to sign and execute the application form and other documents required for opening the said account/s, to operate the said account/s, and to give such instructions including closure thereof as may be required and deemed appropriate by the said open one signatories, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company;
- xii. do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any duly authorised committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects;
- xiii. settle any issues, questions, difficulties or doubts that may arise;
- xiv. approving the issue price, finalize the basis of allotment of the Securities on the basis of the bids/applications and over-subscription thereof as received, where applicable;
- xv. acceptance and appropriation of the proceeds of the issue of the Securities; and

- xvi. further authorise any committee and/or director/s and/or officer/s of the Company to seek the aforementioned consents and approvals, and/or to execute and/or file the above documents and/or to carry out any/all of the aforesaid actions.”

Place: Ahmedabad  
Date: December 12, 2019

**Registered Office:**

502-503, Sakar III,  
Opp. Old High Court, Off Ashram Road,  
Ahmedabad 380014 Gujarat

By Order of the Board

Jayendra Patel  
(Vice Chairman & Managing Director)  
DIN: 00011814

**NOTES:**

1. The Statement as required under Section 102 of the Companies Act is annexed to the Notice. A Postal Ballot Form is also enclosed. A copy of the Notice and the Postal Ballot Form is also available on the website of the Company – [www.armanindia.com](http://www.armanindia.com).
2. Members shall have the option to vote either through E-voting or through Postal Ballot Form. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company is offering 'E-voting' facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited ("CDSL") to facilitate E-voting. E-voting is optional. The detailed procedure with respect to E-voting is mentioned later in the Notice.
3. The Company has appointed M/s I. P. Shah & Associate, Advocate as the Scrutinizer for scrutinizing the E-voting process as well as voting through Postal Ballot Form to ensure that the process is carried out in a fair and transparent manner.
4. The voting commences on Friday, January 24, 2020. The Members are requested to note the following:
  - a. Duly completed Postal Ballot Form should reach the Scrutinizer by 5:00 p.m. (IST) on Saturday, February 22, 2020 at the following:

**M/s I. P. Shah & Associate**  
A/201 Siddhi Vinayak Towers, Next to Kataria House, Off S.G. Highway, Makarba, Ahmedabad-380051, Gujarat
  - b. Postal Ballot Forms received after the said date and time will be strictly treated as if the reply from such Members has not been received.
  - c. Similarly, the E-voting needs to be exercised by 5:00 p.m. (IST) on Saturday, February 22, 2020. Please note that E-voting will be disabled for voting after the said date and time.
5. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
6. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on cut-off date i.e. Friday, January 17, 2020 ("cut-off date") only shall be entitled to avail the facility of voting through Postal Ballot Form or E-voting.
7. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. The Notice is being sent to all the Members whose names appear in the Register of Members / Beneficial Owners as per the records maintained by the depositories as on the cut-off date. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on the cut-off date.
9. The voting on item included in the Notice cannot be exercised through proxy.
10. In case any eligible Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, such Member may write to the Company / Registrar and Transfer Agents ("RTA") of the Company or send an email to [secretarial@armanindia.com](mailto:secretarial@armanindia.com). The RTA or the Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member. The Postal Ballot Notice and Postal Ballot Form are also available on the website of the Company - [www.armanindia.com](http://www.armanindia.com) and website of CDSL - [www.evotingindia.com](http://www.evotingindia.com).

11. In the event of any grievance relating to E-voting, the Members / Beneficial Owners may contact the following: Mr. Rakesh Dalvi, Asst. Manager, CDSL, P. J. Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400 001, e-mail: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), Helpdesk: 1800 22 5533.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-voting i.e. Saturday, February 22, 2020.
13. All the relevant documents referred to in the explanatory statement are available for inspection at the registered office of the Company on any working day, except Saturday and holiday, between 11:00 a.m. (IST) to 1:00 p.m. (IST) from the date of dispatch of notice till Saturday, February 22, 2020. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary of the Company.

## INSTRUCTIONS FOR VOTING

### Voting through Postal Ballot Form

1. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage prepaid self-addressed Business Reply Envelope, so as to reach the Scrutinizer as detailed above, by 5:00 p.m. (IST) on Saturday, February 22, 2020, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The postage will be borne and paid for by the Company, if posted in India in the postage prepaid self-addressed Business Reply Envelope.
2. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. Envelopes containing Postal Ballot Form if deposited in person or sent by courier or by registered / speed post at the expense of the Members will also be accepted.

### Procedure for voting through electronic means

The Company is pleased to offer E-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- i. The voting period begins on 09.00 a.m. on Friday, January 24, 2020 and ends on 05.00 p.m. Saturday, February 22, 2020. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date January 17, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii. Click on Shareholders.
- iv. Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. 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 a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both 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>

- 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, provided 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.
- 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 **Arman Financial Services 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 the 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the login 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. Shareholders can also use Mobile app - "m - Voting" for e voting. "m – Voting" app is available on Apple, Android and Windows based Mobile. Shareholders may log in to "m – Voting" using their e voting credentials to vote for the company resolution(s).
- xix. Note for Non – Individual Shareholders and Custodians
- Non-Individual 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, user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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.
- xx. 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).

#### **Declaration of Results:**

1. The Scrutinizer will submit his report to the Executive Director / Director / Company Secretary after the completion of scrutiny, and the result of the voting by Postal Ballot and e-voting will be announced by the Executive Director or any Director or Company Secretary of the Company duly authorized, on or before Monday, February 24, 2020.
2. Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the results to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
3. The result of the postal ballot declared along with the Scrutinizer's Report, will be hosted on the website of the Company - [www.armanindia.com](http://www.armanindia.com) and on the website of CDSL, immediately after the declaration of the result by the Executive Director or any Director or Company Secretary of the Company in writing and communicated to the Stock Exchanges.



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## Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

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### **Item No. 1: Issuance of Securities through qualified institutions placement for an aggregate amount not exceeding Rs.125 Crores (Rupees One Hundred & Twenty Five Crores)**

Given the Company's future growth plans, the Board of Directors of the Company, ("Board" which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard), considers it necessary to augment the long term resources of the Company by way of issuing securities to eligible investors, subject to an aggregate amount not exceeding Rs. 125 Crores (Rupees One Hundred and Twenty Five Crores Only), and further subject to the prevailing market conditions, receipt of regulatory approvals and other relevant considerations.

**Objects of the fund raise:** The Board intends to deploy the net proceeds from the issue of the above mentioned securities for various financing activities, investment in subsidiary, loans to its subsidiary, working capital requirements and general corporate purposes.

As the Issue will result in the issue of Securities of the Company to investors who may not be members of the Company, consent of the members is being sought, for passing the Special Resolution as set out in the said item 1 of the Notice, pursuant to Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 62(1)(c) of the Companies Act, 2013, as amended ('Companies Act, 2013'), provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down therein.

Since, this special resolution may result in the issue of Equity Shares of the Company to persons other than Members of the Company, consent of the Members is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The additional capital may be raised through issuance of further Equity Shares and/or any other securities on Qualified Institutions Placement (QIP) in one and any combination thereof. Member's approval is therefore sought for issuing any such instrument as the Company may deem appropriate. Whilst no specific instrument has been identified at this stage, in the event, the issue will be structured in such a manner that the amount of the same would not exceed Rs. 125 Crores (One Hundred and Twenty Five Crores Only).

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities the detailed terms and conditions for the issue will be decided by the Board in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements. The proposal therefore seeks to confer upon the Board the absolute discretion to determine the terms of issue.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "**ICDR Regulations**"), the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required. However, the Board in accordance with applicable law and in consultation with book running lead managers, may offer a discount of not more than 5 per cent or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations.

Therefore, an enabling resolution is being proposed to give Board an adequate flexibility and absolute discretion to determine the terms of issue in consultation with the lead managers and others.

In the event of the issue of the Equity Shares as aforesaid by way of QIP, the special resolution also seeks to empower the board to undertake QIP as defined by ICDR Regulations.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post preferential offer capital that may be held by them and shareholding pattern of the company are not provided. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The "Relevant Date" for this purpose will be the date as determined in accordance with the ICDR Regulations and as mentioned in the resolution.

The issue/allotment/conversion would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Equity Shares including Equity Shares to be allotted on conversion of Securities to foreign/non-resident investors would be subject to the applicable foreign investment cap.

**The following disclosures for the issue of Equity Shares on private placement are made in accordance with the provisions of Section 42 and The Companies (Prospectus and Allotment of Securities) Rules, 2014.**

(i)	Date of passing of Board resolution	December 12, 2019
(ii)	Kinds of securities offered	Equity Shares/ any other Securities convertible into equity shares
(iii)	The price at which the allotment is proposed and justification of the price	The pricing of the Equity Shares/ any other securities that may be issued to Qualified Institutional Buyers pursuant to a QIP shall be determined subject to such price not being less than the price calculated in accordance with Chapter VI of the ICDR Regulations, provided the management, may offer a discount of not more than 5 per cent or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations
(iv)	Name and address of the valuer	Not applicable
(v)	Amount to be raised by the Company	Upto Rs. 125 Crores (One Hundred and Twenty Five Crores Only) in one or more tranches
(vi)	Proposed time schedule	The allotment pursuant to the special resolution shall be completed within a period of 12 months from the date of passing of the resolution
(vii)	The objects of the issue	For various financing activities, investment in subsidiary, loans to its subsidiary, working capital requirements and general corporate purposes
(viii)	Material terms of the issue	In case of Equity Shares, the securities issued will rank <i>pari-passu</i> with existing Equity Shares and in case of convertible securities the term of the issue will be decided by the committee constituted by the Board.
(ix)	Contribution being made by Promoters or Directors of the Company	No contribution being made by Promoters or Directors of the Company

**Disclosure of nature of concern or interest, financial or otherwise u/s 102 of Companies Act, 2013**

The Board believes that such an issue of Securities of the Company is in the interest of the Company and therefore recommend this Resolution at Item No 1 of the accompanying Notice for the approval of the Members of the Company.

None of the Promoter, Director, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution, except to the extent of Equity Shares/Securities that may be subscribed to by them or by companies/firms/institutions in which they are interested as director or member or otherwise

Place: Ahmedabad

Date: December 12, 2019

**Registered Office:**

502-503, Sakar III,

Opp. Old High Court, Off Ashram Road,

Ahmedabad 380014 Gujarat

By Order of the Board

Jayendra Patel

(Vice Chairman & Managing Director)

DIN: 00011814





## Arman Financial Services Limited

Reg. office: 502-503, Sakar III, Opp. Old High Court, Off Ashram Road, Ahmedabad - 380 014 Gujarat, India.

CIN: L55910GJ1992PLC018623

Phone: +91 79 40507000, 27541989 Website: [www.armanindia.com](http://www.armanindia.com) E-Mail: [finance@armanindia.com](mailto:finance@armanindia.com)

### POSTAL BALLOT FORM

#### Postal Ballot Form No-

1	Name and registered address of the sole / first named Member (IN BLOCK LETTERS)	:	
2	Name(s) of the joint member(s), if any (IN BLOCK LETTERS)	:	
3	Registered Folio Number / DP ID No. - Client ID No. (Applicable to investors holding share(s) in dematerialized form)	:	
4	Number of equity share(s) held	:	

I/We hereby exercise my/our vote in respect of the following resolution to be passed through postal ballot for the businesses stated in the postal ballot notice of the Company dated December 12, 2019 ("Notice"), by conveying my/our assent or dissent to the said resolution(s) by placing tick (✓) mark at the appropriate boxes below

Item No	Description of the Resolution	Type of resolution	No. of Equity Share(s) held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Issuance of Securities through qualified institutions placement for an aggregate amount not exceeding Rs.125 Crores (Rupees One Hundred & Twenty Five Crores)	Special			

Place:

Date:

\_\_\_\_\_  
(Signature of Member)

#### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password
200120003	Sequence Number / PAN	Existing Password

#### NOTE:

- Please read the instructions printed overleaf carefully before exercising your vote.
- Last date for receipt of Postal Ballot Form by the Scrutinizer / E-Voting: Saturday, February 22, 2020 till 5:00 p.m. (IST).

## INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot shall complete this postal ballot form and send it duly and properly sealed to the scrutinizer in the self-addressed business reply envelope attached herewith. However, envelopes containing postal ballot form, if sent by courier or by registered post/speed post at the address mentioned on the self-addressed business reply envelope at the expense of the member will also be accepted. Member(s) are requested to convey their assent or dissent in this postal ballot form (including e-voting) only. Assent or dissent received in any other form or manner shall be considered as invalid.
2. This postal ballot form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participant(s)). In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member.
3. Unsigned postal ballot forms shall be rejected.
4. Consent must be accorded by placing (✓) in the column, 'if I/We assent to the Resolution' or dissent must be accorded by placing (✓) in the column, 'if I/We dissent to the Resolution'. Form bearing (✓) in both the columns will be treated as invalid
5. Duly completed postal ballot form should reach the scrutinizer not later than 5:00 p.m. on Saturday, February 22, 2020. All postal ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
6. There will be only one postal ballot form for every Folio/ DP ID and Client ID No. irrespective of the number of joint member(s). On receipt of the duplicate postal ballot form, the original will be rejected.
7. In case of equity shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified copy of board resolution / authority letter preferably with attested specimen signatures of the duly authorised signatories.
8. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
9. A Member may request for a duplicate postal ballot form, if so required or can download the postal ballot form from the Company's website [www.armanindia.com](http://www.armanindia.com) and the duly completed postal ballot form should reach the scrutinizer not later than the last date for voting mentioned above. In case of receipt of more than one postal ballot form from a member, the last received form would be considered and the earlier received form(s) would be considered invalid.