



Arman Financial Services Limited

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PH. : +91-79-30005000, 27541989 FAX : +91-79- 27543666 e-mail : finance@armanindia.com Website : www.armanindia.com

Date: August 29, 2016

To, BSE Limited Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai-400001 SCRIPT CODE: 531179	To, National Stock Exchange of India Limited "Exchange Plaza" C-1, Block G, Bandra Kurla Complex, Bandra, Mumbai- 400051 SYMBOL: ARMANFIN
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Dear Sir,

SUB: NOTICE OF THE 24TH ANNUAL GENERAL MEETING

We are pleased to submit herewith Copy of Notice of the 24th Annual General Meeting of the Company to be held on 22.09.2016 at The Ahmedabad Textile Mills' Association (ATMA) Hall, Ashram Road, Ahmedabad 380009 at 12.00 p.m.

Kindly take it on your record.

Thanking you,

Yours faithfully,
For, Arman Financial Services Limited

Aalok Patel
Executive Director
DIN: 02482747





ARMAN FINANCIAL SERVICES LIMITED

NOTICE

Notice is hereby given that the 24th (Twenty Fourth) Annual General Meeting (AGM) of Arman Financial Services Limited will be held at The Ahmedabad Textile Mills' Association (ATMA) Hall, Ashram Road, Ahmedabad 380009 on Thursday, 22nd September, 2016 at 12.00 p.m. to transact the following business.

ORDINARY BUSINESS:

1. To consider and adopt:
 - a. the audited financial statement of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon; and
 - b. the audited consolidated financial statement of the Company for the financial year ended 31st March, 2016.
2. To declare a Dividend on equity shares for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Smt. Ritaben Patel [DIN-00011818] who retires by rotation and being eligible, offers herself for reappointment.
4. To appoint a Director in place of Shri Aalok Patel [DIN-02482747] who retires by rotation and being eligible, offers himself for reappointment.
5. To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 139 and 142 of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, the appointment of M/s. J. T. Shah & Co., Chartered Accountants, Ahmedabad, having Firm Registration No-109616W as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fifth Annual General Meeting be and is hereby ratified, and that their remuneration be determined by the Board of Directors of the Company on recommendation of Audit Committee."

SPECIAL BUSINESS:

6. Re-appointment of Shri Jayendra Patel (DIN-00011814), as Managing Director of the Company.

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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Article 174 and any other applicable Article of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Shri Jayendra Patel (DIN: 00011814) as Managing Director of the Company, for a period of five years commencing from 01.09.2016 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Shri Jayendra Patel, Managing Director, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013."

"RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

7. Approval of Employee Stock Option Plan 2016 (ESOP 2016)

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof for the time being in force) and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI Regulations"), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of Members be and is hereby accorded to the introduction and implementation of 'Arman-Employee Stock Option Plan 2016' (hereinafter referred to as "ESOP 2016" or the "Scheme") authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding 125,000 (One Lakh Twenty Five Thousand only) Employee Stock Options to or for the benefit of such person(s) (hereinafter collectively referred to as "Eligible Employee(s)") who are in permanent employment of the Company including any of existing and future Subsidiary Company(ies) of the Company and including any Director thereof, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided by the Board under "ESOP 2016", exercisable into not more than 125,000 (One Lakh Twenty Five Thousand only) equity shares of face value of Re. 10/- (Rupee ten) each fully paid-up, in one or more tranches, and on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2016."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to grant options and issue and allot Equity Shares upon exercise of stock options from time to time in accordance with "ESOP 2016" and such Equity shares shall rank pari passu in all respects with the existing

Equity Shares of the Company."

"RESOLVED FURTHER THAT in case of corporate action(s) such as right issues, bonus issues, merger, demerger, slump sale and sale of division and others if any, additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 125,000 (One Lakh Twenty Five Thousand only) equity shares shall be deemed to be increased or decreased in line with such change in total paid up equity shares and/or face value thereof without affecting any other rights or obligations of the said allottees."

"RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub divided or consolidated then the number of shares to be allotted under the plan shall automatically stand augmented or reduced as the case may be in the same proportion as the present face value of Rs 10/- per Equity Shares bears to the revised Face Value of the Equity Shares of the company after such sub division or consolidation, without affecting any other rights or obligations of the said grantees."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under ESOP 2016 on the Stock Exchanges where the Equity Shares of the Company are listed."

"RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the SEBI Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2016."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matter and things as it may at its absolute discretion, deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2016 or desirable for issue, offer, allocate, allot and utilize proceeds and to make modifications, changes, variations, alterations, revisions in the terms and conditions of the Plan in accordance with any regulations or guidelines that may be issued from time to time by the appropriate authority unless such variation(s) modification(s) or alteration(s) is detrimental to the interest of Eligible Employees including but not limited to amendments with respect to the vesting period, number of options,

exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the plan without any form of further reference, confirmation, approvals or sanctions from Members of the Company, to the extent permissible by SEBI Regulations and other relevant regulations in force, Companies Act 2013 (including any modifications, amendment and reenactment thereof) the Memorandum and Articles of Association of the Company and any other applicable laws."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose and with the power on behalf of Company to settle all questions, difficulties, doubts that may arise in this regard at any stage including at the time of Listing of Securities without being required to seek any further consent or approval of members of the company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate powers herein conferred to Nomination, Remuneration and Compensation Committee of directors with a power to further delegate the same to any executives/officers of the Company to do all such acts and deeds, matters and things as also execute documents, writings and other papers as may be necessary in this regard."

8. Approval of grant of options to the Employees / Directors of its Subsidiary Company under ESOP 2016

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof for the time being in force) and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI Regulations"), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while

granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the introduction and implementation of 'ARMAN-Employee Stock Option Plan 2016' (hereinafter referred to as "ESOP 2016" or the "Scheme") authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding, 75,000 (Seventy Five Thousand only) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of any of existing and future Subsidiary Company(ies) of the Company (hereinafter referred to as "Eligible Employees") including any Director thereof, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided by the Board under ESOP 2016, exercisable into not more than 75,000 (Seventy Five Thousand only) equity shares of face value of Re. 10/- (Rupee Ten) each fully paid-up, (within an overall ceiling of 125,000 (One Lakh Twenty Five Thousand only) Employee Stock option exercisable into equity shares of face value of Re. 10/- (Rupee one) each as mentioned in Special resolution at Serial No. 7 of this Notice), in one or more tranches, and on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2016."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to grant options and issue and allot Equity Shares upon exercise of stock options from time to time in accordance with "ESOP 2016" and such Equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT in case of corporate action(s) such as right issues, bonus issues, merger, demerger, slump sale and sale of division and others if any, additional equity shares are issued by the company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 75,000 (Seventy Five Thousand only) equity shares shall be deemed to be increased or decreased in line with such change in total paid up equity shares and/or face value thereof without

affecting any other rights or obligations of the said allottees.”

“RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub divided or consolidated then the number of shares to be allotted under the plan shall automatically stand augmented or reduced as the case may be in the same proportion as the present face value of Rs 10/- per Equity Shares bears to the revised Face Value of the Equity Shares of the company after such sub division or consolidation, without affecting any other rights or obligations of the said grantees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under ESOP 2016 on the Stock Exchanges where the Equity Shares of the Company are listed.”

“RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the SEBI Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2016.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matter and things as it may at it absolute discretion, deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2016 or desirable for issue, offer, allocate, allot and utilize proceeds and to make modifications, changes, variations, alterations, revisions in the terms and conditions of the Plan in accordance with any regulations or guidelines that may be issued from time to time by the appropriate authority unless such variation(s) modification(s) or

alteration(s) is detrimental to the interest of Eligible Employees including but not limited to amendments with respect to the vesting period, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the plan without any form of further reference, confirmation, approvals or sanctions from Members of the Company, to the extent permissible by SEBI Regulations and other relevant regulations in force, Companies Act 2013 (including any modifications, amendment and reenactment thereof) the Memorandum and Articles of Association of the Company and any other applicable laws.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose and with the power on behalf of company to settle all questions, difficulties, doubts that may arise in this regard at any stage including at the time of Listing of Securities without being required to seek any further consent or approval of members of the company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate powers herein conferred to Nomination, Remuneration and Compensation Committee of directors with a power to further delegate the same to any executives/officers of the Company to do all such acts and deeds, matters and things as also execute documents, writings and other papers as may be necessary in this regard.”

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on

behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by

an appropriate resolution/ authority, as applicable.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 15th September, 2016, to Thursday, 22nd September, 2016 (both days inclusive) for determining the name of members eligible to receive dividend on equity shares. Please refer Para 12(f) of Corporate Governance Report which forms a part of this Annual Report for note on dividend payment date.
5. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have not registered their e-mail address, are entitled to receive such communication in physical form upon request.
7. The Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail ID's are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent to those Members who have not registered their E-mail ID's with the Company or Depository Participant(s).
8. Members who have received the Notice of Annual General Meeting, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the Annual General Meeting.
9. Pursuant to Section 108 of the Companies Act,

2013, read with the Companies (Management and Administration) Rule, 2014 as amended and Regulation 44 of SEBI (Listing Obligations & Discloser Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Cut-off date i.e. a date not earlier than seven days before the date of general meeting, are entitled to vote on the Resolutions set forth in this Notice.

Members who have acquired shares after the dispatch of the Annual Report and before the Cut-off date may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

A. In case of members receiving e-mail:

- a. Log on to the e-voting website www.evotingindia.com
- b. Click on "Shareholders" tab.
- c. Now, select the "ARMAN FINANCIAL SERVICES LIMITED" from the drop down menu and click on "SUBMIT"
- d. 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.
- e. Next enter the Image Verification as displayed and Click on Login
- f. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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 sequence number (refer serial no. printed on the name and address sticker/ mail) in the PAN Field. - 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 serial number 1 then enter RA00000001 in the PAN Field.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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.

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly 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 also to be 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.

- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for the ARMAN FINANCIAL SERVICES LIMITED.
- l. 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.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. 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.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - i. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - ii. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - iii. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - iv. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on

approval of the accounts they would be able to cast their vote.

- v. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- B. In case of members receiving the physical copy:
- a. Please follow all steps from Sr. No. (a) to Sr. No. (q) above to cast vote.
 - b. The voting period begins on 9.00 a.m. on Monday, 19th September, 2016 and will end at 5.00 p.m. on Wednesday, 21st September, 2016. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 14th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - c. 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 under help section or write an email to helpdesk.evoting@cdslindia.com
- C. Other Instructions:
- a. The e-voting period commences at 9.00 a.m. on Monday, 19th September, 2016 and will end at 5.00 p.m. on Wednesday, 21st September, 2016 i.e. the date preceding the date of Annual General Meeting. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 14th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - b. Mr. Ishan P. Shah, Advocate, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - c. The Scrutinizer shall immediately after the conclusion of voting after the Annual General

Meeting, count the votes cast at the meeting, there after unblock the votes in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Chairman or person authorised by him in writing shall declared the results of the voting forthwith.

- d. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.armanindia.com and on the website of CDSL www.evotingindia.com immediately after the result is declared by the Chairman.
- e. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- f. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their Demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
- g. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. Bigshare Services Private Limited / Investor Service Department of the Company immediately.
- h. Members are requested to note that as per Section 123 of the Companies Act, 2013, dividends not en-cashed/ claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

The status of dividends remaining unclaimed/unpaid with the respective due dates of transfer to IEPF is provided as under.

Financial Year Ended	Date of Declaration of Dividend	Last Date for claiming Unpaid Div.	Due date for transfer to IEP Fund
2009-10	06.09.2010	05.09.2017	05.10.2017
2010-11	26.09.2011	25.09.2018	25.10.2018
2011-12	29.09.2012	28.09.2019	28.10.2019
2012-13	30.08.2013	29.08.2020	29.09.2020
2013-14	24.09.2014	23.09.2021	23.10.2021
2014-15	29.09.2015	28.09.2022	28.10.2022

Members are requested to contact M/s. Bigshare Services Private Limited / Investor Service Department of the Company for encashing the unclaimed dividends standing to the credit of their account.

- i. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to M/s. Bigshare Services Private Limited / Investor Service Department of the Company.
- j. Members desiring any information relating to the accounts are requested to write to the Company at least seven days in advance so as to enable the management to keep the information ready.
- k. Details of the Directors seeking re-appointment in the 24th (Twenty Fourth) Annual General Meeting Pursuant to SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 are provided below:

Particulars	Smt. Ritaben Patel	Shri Aalok Patel	Shri Jayendra Patel
Relationships with other Directors	Wife/ Mother/Sister	Brother/ Son	Husband/ Father
Date of Appointment	26.11.1992	31.01.2007	26.11.1992
Expertise	Banking & Finance	Accounts & Finance	Management Acumen
Qualification	B. A. in Economics	Master Degree in Accounting & Finance, CPA	B.Sc.
No. of Equity Shares held in the Company	2,96,674	2,47,480	2,85,911
List of other Companies in which directorship are held	None	Namra Finance Limited	Namra Finance Limited
Chairmanship/ Membership of Committees (includes only Audit and Stakeholder Relationship Committee)	Chairmanship: Nil Membership: 1	Chairmanship: Nil Membership: 1	Chairmanship: Nil Membership: 1

Note: The Directorships held by Directors as mentioned above, do not include Directorships of Private Limited Companies.

Place: Ahmedabad

Date: 11/08/2016

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item: 6

At the 21st Annual General Meeting held on 30th August, 2013, Shri Jayendra Patel was appointed as Managing Director of the Company for a period commencing from 01.09.2013 to 31.08.2016 on the terms and conditions as approved by the shareholders at the said Annual General Meeting. The Board of Directors at their meeting held on 11.08.2016 have, subject to the approval of the Shareholders, re-appointed Shri Jayendra Patel as Managing Director of the Company with effect from 01/09/2016 for a period of 5 years on the remuneration, terms and conditions recommended by the nomination and remuneration committee as set out herein. While re-appointing Shri Jayendra Patel as Managing Director of the Company, the Board of Directors considered his contribution in the overall progress of the Company. The Company during the year has achieved remarkable growth. Moreover, the Company is aggressively concentrating on its expansion plans. The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Managing Director as mentioned in the resolution, subject to the approval of shareholders.

He also holds the position of Managing Director of wholly owned subsidiary, Namra Finance Limited since 24/10/2013 and designated as its CEO in terms of sub-section (1) of section 203 of the Companies Act, 2013.

Taking into consideration the duties and responsibilities of the Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the nomination and remuneration committee, the Board at their meeting held on 11.08.2016 approved the remuneration, terms and conditions of the re-appointment of Shri Jayendra Patel, subject to approval of the shareholders on remuneration including minimum remuneration and on terms and conditions given hereunder:

a) Salary and perquisites shall not exceed ₹42.00 lacs per

annum payable either monthly or quarterly or half yearly or yearly and by way of performance linked bonus and/or commission and/or Sweat Equity or any other form as may be recognised under the term salary and perquisites in Income Tax Act;

- b) In addition to salary, benefits like contribution to provident fund, gratuity, Leave travel concession etc shall be paid. The list of benefits is limited to perquisites as provided under Section IV of Schedule V to the Companies Act, 2013;
- c) Minimum Remuneration: Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Shri Jayendra Patel, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the maximum as laid down in paragraph 1, Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration.
- d) The total combined remuneration drawn from this Company and Namra Finance Limited would not exceed the higher maximum limit admissible as provided under paragraph 1 of section II of Part II of Schedule V, from any one of the Companies of which he is a managerial person and that any excess remuneration, if any, drawn or paid to him shall be forthwith refunded to the Company in the event the appointment comes to an end by any reason whatsoever prematurely before the tenure of appointment is over and also in the event when his appointment is not renewed for a further period beyond the period of five years for which he is appointed;
- e) As the terms of re-appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for this re-appointment

Item: 7 & 8

Combined Explanatory Statement in relation to Special Resolution Nos. 7 and 8 of Notice for approval of 'ARMAN-Employee Stock Option Plan 2016' ("ESOP 2016") and grant of options to the present and future permanent employees/ directors of the Company and also to the employees / directors of the Subsidiary Company/ies under ESOP 2016.

In order to reward, motivate and retain desired talent for high level of individual performance and also to create a culture of ownership and building commitment towards the Company, and to align employees' objectives towards critical goals/ milestone of the Company, it is proposed to introduce 'ARMAN-Employee Stock Option Plan 2016' ("ESOP 2016"). The Plan is meant for eligible permanent employees, directors of the Company and also to the employees / directors of the Subsidiary Company/ies but except Independent Directors and persons belongs to Promoter and Promoter Group of the Company and relatives thereof, as may be decided by the Nomination, Remuneration and Compensation committee of the Board of Directors of the Company ("Committee"). ESOP 2016 would be subject to and in conformity with the guidelines issued in this regard from time to time by SEBI (Share Based Employee Benefits) Regulations 2014, or any other rules, regulations guidelines prescribed by Securities and Exchange Board of India including any amendment or re-enactment thereof. In terms of SEBI Regulations, the administration of ESOP 2016 would vest with the Nomination, Remuneration and Compensation committee of the Board of Directors of the Company. Disclosures in due compliance of Regulation 6 (2) of the SEBI (Share Based Employee Benefits) Regulations 2014, and any other rules/regulations and guidelines prescribed by SEBI are as under:

1. Brief description of the Scheme

The Company proposes to introduce ESOP 2016 for the benefit of the present and future permanent employee and directors (whether whole time or not) and present and future permanent employees and directors (whether whole time or not) of its subsidiary companies and such other eligible persons as may be determined as per SEBI Regulations. Options granted under the Scheme shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment of equity shares of the Company. The Nomination & Remuneration Committee ("Committee") of the Company shall be the Compensation Committee for administration of ESOP 2016. All questions of interpretation

of the ESOP 2016 shall be determined by the Committee and such determination shall be final and binding.

2. Total Number of Options to be granted

A total of 125,000 (One Lakh Twenty Five Thousand only) options would be available for being granted to eligible employees of the Company. (including 75,000 options available for being granted to eligible employees of the Subsidiary Company/ies) under "ESOP 2016". Each option when exercised would be converted into one Equity Share of 10/- each fully paid up. Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation or termination of the employees or otherwise, would be available for re-grant at a future date for which no further approval by shareholders would be required. SEBI Regulations and guidelines require that in case of any corporate action(s) such as right issues, bonus issues, merger and sale of division, stock split/consolidation and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional equity shares are issued by the company, the ceiling of 125,000 (One Lakh Twenty Five Thousand only) equity shares shall be deemed to be increased proportionately to the extent of such additional equity shares issued.

3. Identification of classes of employees entitled to participate in the Employee Stock Option Plan

The Committee shall determine the eligibility criteria which should be fulfilled in order to become eligible to participate in "ESOP 2016".

Following classes of employees are entitled to participate in ESOP 2016:

- a) Permanent employees of the Company;
- b) Permanent employees of the Subsidiary Company/ies.

Following persons are not eligible:

- a) An employee who is a Promoter or belongs to the Promoter Group;
- b) Director who either by himself or through his relatives or through any Body Corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) An Independent Director within the meaning of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Transferability of employee stock options

The stock options granted to an employee will not be transferable to any person and shall not be pledged, bequeathed by means of a legally executed will or otherwise alienated in any manner.

5. Requirements of vesting and maximum period of vesting

The options granted shall vest so long as the employee continues to be in the employment of the Company. The options would vest not earlier than one year and later than three years from the date of grant of options. The Committee may extend, shorten or otherwise vary the vesting period from time to time, in accordance with the applicable laws and in the interest of the option grantee. The vesting dates in respect of the options granted under the Scheme may vary from employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee. Options shall vest essentially based on continuation of employment and apart from that the Board or Committee may prescribe achievement of any performance condition(s) for vesting.

6. Exercise Price and payment

The "Exercise Price" shall be the face value of the share or such other higher price as may be fixed by the Board or Committee. The option grantee may, at any time during the exercise period exercise the options, accompanied by payment of an amount equivalent to the "Exercise Price".

7. Exercise period and the process of exercise

The exercise period would commence from the date of vesting and will expire on completion of three months or such other period as decided by the Committee from the date of vesting of options. The options will be exercisable by the employees by a written application in the Exercise Form to the Committee to exercise the options in such manner and on execution of such documents, as may be prescribed by the committee from time to time. The options will lapse if not exercised within the specified exercise period.

8. Process for determining the eligibility of the employees for ESOP

The process for determining the eligibility of the employee will be based on length of service of the employee, role of the employee with the Company, past performance record, future potential of the employee and/or such other criteria that may be determined by the Committee at its sole discretion.

9. Eligibility Criteria

The Committee shall determine the eligibility criteria which should be fulfilled in order to become eligible to participate in ESOP 2016 in order to be granted options under ESOP 2016. The Committee will take into consideration potential of employee to contribute to Company's performance, position held, extent of contribution made by employee towards business results, achievement of medium and long term performance plans of the Company, difficulty in replacement and any other appraisal or evaluation process for determining the eligibility criteria as may be taken into consideration by Committee.

10. Maximum number of options to be issued per employee and in aggregate

The number of options that may be granted to any specific employee under the Plan during any one year shall not exceed 1% of the issued capital of the Company at the time of grant of options.

11. The conditions under which option vested may lapse

- a) in the event of termination of employment for reasons of misconduct, fraud, misfeasance, gross negligence, breach of trust etc
- b) in case of unauthorized leave for a period exceeding one month
- c) in the event of abandonment of service without company's consent.
- d) in the event of a termination of employment or resignation of employee, within a period of three months from the date of resignation / termination, the employee shall exercise the vested options.

12. Disclosure and accounting policies/standards

The Company shall disclose information as required to be disclosed under rule 12(9) the Companies (Share Capital and Debentures) Rules, 2014 and such other disclosures as required to be disclosed in relation to employee benefits under the Companies Act, 2013 and shall also disclose the details of the scheme being implemented, as specified by SEBI in this regard.

The Company shall follow requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure

requirements prescribed therein.

Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements then the company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

13. Lock-in after exercise of options

The shares allotted to the employees, subsequent to exercise of vested options will be subject to lock-in for a period of One (1) Year.

14. Method of option valuation

The Company shall follow Intrinsic Value Method of accounting to record Employee Compensation cost with respect to options/shares issued under this plan.

The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share of the Company shall also be disclosed in the Directors' Report.

15. Tax Liability and method of discharge of tax by the eligible employees (participants) to whom options are granted

The maximum quantum of benefits underlying the options

issued to an eligible employee shall be equal to difference between the option Exercise price and the Market price of the shares on the exercise date.

- a) Any Tax liability arising out of allotment of the Options or issue of Equity Shares, as the case may be, under this ESOP 2016 will be deducted or paid, from/by the participant.
- b) The participant shall be required to indemnify the company with respect to any Tax liability arising out of the Grant, Vesting and/or Exercise of Options by such Eligible Employee.

Consent of the members is being sought by way of Special Resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI Regulations. A draft copy of the ESOP 2016 is available for inspection at the Company's Registered Office / Corporate Office from Monday, 29.08.2016, from 11:00 a.m. to 05:00 p.m. on all working days (excluding Saturdays, Sundays and Holidays) till Thursday, 22.09.2016.

None of the Directors and Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution. In light of the above, you are requested to accord your approval to these two Special Resolutions.

Place: Ahmedabad

Date: 11/08/2016

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

Registered Office: 502-503, Sakar-III, Opp. Old High Court, Off Ashram Road, Ahmedabad-380014, Gujarat
Ph: +91-79-40507000, 27541989 Fax: +91-79-2754366 Email: finance@armanindia.com Website: www.armanindia.com
CIN: L55910GJ1992PLC018623

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND OVER IT AT THE ENTRANCE OF THE MEETING HALL

Joint holder may obtain additional slip on request

DP ID	
FOLIO / CLIENT ID	

(First Name)

(Middle Name)

(Last Name)

No of Shares held: _____

I hereby record my presence at the 24th Annual General Meeting of the Company held on Thursday, 22nd September, 2016 as at 12.00 p.m. at Ahmedabad Textile Mills Association (ATMA) Hall, Opp. City gold Cinema, Ashram Road, Ahmedabad-380009

(Strike out whichever is not applicable)

Signature of the Shareholder / Proxy





ARMAN FINANCIAL SERVICES LIMITED

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

ROUTE MAP

TO THE VENUE OF THE ANNUAL GENERAL MEETING



Venue distance from
Railway Station: 4 Kms | Airport: 10 Kms



ARMAN FINANCIAL SERVICES LIMITED

Registered Office: 502-503, Sakar-III, Opp. Old High Court, Off Ashram Road, Ahmedabad-380014, Gujarat
Ph: +91-79-40507000, 27541989 Fax: +91-79-2754366 Email: finance@armanindia.com Website: www.armanindia.com
CIN: L55910GJ1992PLC018623

PROXY FORM - (FORM NO MGT-11)

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

Name of the Member(s):	
Registered address:	
E-mail address:	
Folio number / Client ID:	
DP ID:	

I/ We, being the Member(s) of _____ shares of the above named Company, hereby appoint

1	Name	
	Address	
	E-mail address	
	Signature	

Or failing him/her

2	Name	
	Address	
	E-mail address	
	Signature	

Or failing him/her

3	Name	
	Address	
	E-mail address	
	Signature	



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of members of the Company, to be held on Thursday, 22nd September, 2016 at 12.00 p.m. at Ahmedabad Textile Mills Association (ATMA) Hall, Opp. City gold Cinema, Ashram Road, Ahmedabad-380009 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions
1	Adoption of the Financial Statements and Reports thereon and the Consolidated Financial Statements for the financial year ended on March 31, 2016
2	Declaration of the Dividend on Equity shares
3	Reappointment of Smt. Ritaben Patel as a Director
4	Reappointment of Shri Aalok Patel as a Director
5	Ratify the appointment of Auditors & fix their remuneration
6	Re-appointment of Shri Jayendra Patel as Managing Director
7	Approval of Employee Stock Option Plan 2016 (ESOP 2016)
8	Approval of grant of options to the Employees / Directors of its Subsidiary Company under ESOP 2016

Signed this _____ day of _____ 2016

Affix
Revenue
Stamp
Here

Signature of the Member _____

Signature of the Proxy holder(s) _____

Note: This proxy form in order to be effective must be duly completed and deposited at the registered office of the Company not less than 48 hours before commencement of the meeting.