

Aryan Share & Stock Brokers Limited
CIN: L65993TN1995PLC031800

NOTICE OF 24th ANNUAL GENERAL MEETING

Notice is hereby given that **Twenty Fourth Annual General Meeting** of the Members of the Company will be held at **09:30 a.m. on Saturday, 21st September 2019 at RR Palace, No. 4, Sathyamoorthy Street, Saligramam, Chennai – 600 093**, to transact the following businesses :-

ORDINARY BUSINESS:

(1.) ADOPTION OF ANNUAL ACCOUNTS:-

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on 31st march, 2019, Statement of profit and loss for the year ended on that date, the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

(2.) RE-APPOINTMENT OF DIRECTOR:-

To re-appoint a director Mr. Paresh N Shah (DIN: 00554914), who is director of the company, liable to retire by rotation under Article 99 of the Articles of Association of the Company and being eligible, offers himself for reappointment as the Director of the Company.

To consider adoption of the following resolution, with or without modification, as an ordinary resolution:

“RESOLVED THAT pursuant to the provision of section 152 of Companies Act, 2013 and rules made there under (including any amendment/modification thereof), **Mr. Paresh N Shah**, who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as Director of company, whose period of office will be liable to retire by rotation.”

SPECIAL BUSINESS:

(3.) RE- APPOINTMENT OF INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 & 152 of the Companies Act, 2013 and the rules made there under read with Schedule IV of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013. Mr. Rajesh Ramanathan , DIN: 02929025 be and is hereby re- appointed as an Independent Director of the Company with effect from October 01, 2019 to hold office for the tenure of five years and whose office is not liable to retire by rotation.

RESOLVED FURTHER THAT any one of the director of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary or incidental to give effect to the above resolution.”

(4.) RE- APPOINTMENT OF INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 & 152 of the Companies Act, 2013 and the rules made there under read with Schedule IV of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013. Mr. Nirmalchand Premraj , DIN: 02929075 be and is hereby re- appointed as an Independent Director of the Company with effect from October 01, 2019 to hold office for the tenure of five years and whose office is not liable to retire by rotation.

RESOLVED FURTHER THAT any one of the director of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary or incidental to give effect to the above resolution.”

(5.) REVISION IN TERMS REMUNERATION OF KEY MANAGERIAL REMUNERATION IN CASE OF INADEQUATE PROFIT

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent (s) or permission (s), as may be required, the Company hereby approves, the revision in the salary scale applicable to Mr. Shanmukh Navin Shah, (DIN: 00554879), Managing Director of the Company, Mr, Manoj Navin Shah (DIN: 00554893) whole- time director of the company and Mr. Paresh Navin Shah (DIN: 00554914) whole-time director of the company in case of absence of profits, during the period commencing from October 1, 2019 till as detailed in the statement forming part of this notice.

RESOLVED FURTHER that the recommendation and approval of managerial remuneration to be paid to Mr. Shanmukh Navin Shah, (DIN: 00554879), Managing Director of the Company, Mr, Manoj Navin Shah (DIN: 00554893) whole- time director of the company and Mr. Paresh Navin Shah (DIN: 00554914) whole-time director of the company, by the Nomination and Remuneration Committee has been approved in the Meeting held on 01st August, 2019 be and is hereby approved and adopted and proposed for the approval of shareholders in the Annual General Meeting of the Company as per the notice of Annual General Meeting.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

(By Order of the Board)
For Aryan Share & Stock Brokers Limited

Shanmukh Navin Shah
DIN: 00554879
(Managing Director)

Date: 09.08.2019
Place: Chennai

NOTES:

a) The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no 4 as stated above in annexed hereto.

b) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

c) In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

d) Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.

e) The Register of Members and Transfer Books of the Company will be closed from Saturday, September 14, 2019 to Saturday, September 21, 2019, both days inclusive.

f) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents M/s **GNSA Infotech P Limited**, Registered Office: 115, Nelson Manickam Rd, Collectorate Colony, Aminjikai, Chennai, Tamil Nadu 600029 India Contact No.:- +91- 44-42962000 Members are also requested to furnish their Bank details to the company's Share Transfer Agents immediately for printing the same on the dividend warrants/Cheques to prevent fraudulent encashment of the instruments.

g) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company for assistance in this regard.

h) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.

i) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

j) The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

k) To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Depositories.

l) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (LODR) Regulation 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all the resolutions set forth in this Notice. Resolution(s) passed by Members through remote e-voting/ e-voting is deemed to have been passed as if they have been passed at the AGM.

m) CS Vishakha Agrawal of Vishakha Agrawal & Associates, Practicing Company Secretaries (Membership No. 39298), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

n) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.

o) The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

p) Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

q) In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to csvishakhagrwal@gmail.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, CS Vishakha Agrawal of Vishakha Agrawal & Associates, at 3rd Floor, 75A, Scheme No. 91, Malwa Mill Indore (M.P.) 9424501155 not later than 20th September, 2019, 6:00 p.m. ,Ballot Form received after this date will be treated as invalid.

r) A member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.

s) The chairman shall, at the general meeting at the end of discussion on the resolution on which voting is to be held, allow voting with assistance of scrutinizer, by use of ballot paper or by using an e-voting system for all the members who are present at the general meeting but have not cast their votes by availing the remote e-voting facilities.

t) If a company opts to provide the same electronic system as used during the remote e-voting during the general meeting, the said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting by the member attending the meeting and who have not exercised their vote through remote e-voting.

u) The Equity Shares of the Company are listed on following Stock Exchanges in India:

BOMBAY STOCK EXCHANGE LIMITED

25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001

Instructions for remote e-voting / e-voting are as under:

A. In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com.

(ii) Click on “Shareholders” tab to cast your votes.

(iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “Aryan Share & Stock Brokers Limited” from the drop down menu and click on “SUBMIT”

(iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.

(v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
USER ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
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.	

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number :< ABCDE1234F> in the PAN Field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Members holding shares in physical form will then reach directly the EVSN 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 remote e-voting / 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.

(viii) For member's holdings shares in physical form, the details can be used only for remote e-voting / e-voting on the resolutions contained in this Notice.

(ix) Click on the relevant EVSN on which you choose to vote.

(x) 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.

(xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xv) Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

B. OTHER INSTRUCTIONS

(i) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy: Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.

(ii) The voting period begins on Wednesday, September 18th, 2019 (9.00 A.M.) and ends on Friday, September 20, 2019 (05:00 P.M) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 13th September, 2019 , 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 shareholder, the shareholder shall not be allowed to change it subsequently.

(iii) In case you have any queries or issues regarding remote e-voting / 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.

- (iv) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.cdsl.com.
- (v) Members holding shares in physical or in Demat form as on Saturday, 13th day of September, 2019, shall only be eligible for e-voting.
- (vi) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (vii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th day of September, 2019

C. SCRUTINIZER REPORT

- (i) CS Vishakha Agrawal (CP No. 15088) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- (ii) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same
- (iii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be available for inspection and also placed on the website of the Company within prescribed period.
- (iv) Regarding any grievance with respect to remote e-voting / e-voting, you may contact by email at info@gnsaindia.com Registrar and Transfer Agent at **GNSA Infotech(P) Ltd.**

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015:

1.	Name of Director	Paresh Navin Shah
2.	Date of Birth	23.09.1968
3.	Date of Appointment	12.06.1995
4.	Qualification	Graduate
5.	Expertise	Over 20 years
6.	Other Directorship held excluding private companies as on 31st March 2019	Aryan Securities & Holding Limited
7.	Chairman/Member of the Committee of Board of the Directors of the Company	NIL

(By Order of the Board)
For Aryan Share & Stock Brokers Limited

Shanmukh Navin Shah
DIN: 00554879
(Managing Director)

Date: 09.08.2019

Place: Chennai

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 5 of the accompanying Notice:

1. ITEM No. 3 & 4

The Board recommends the re-appointment of Independent Director for a period of five years commencing from October 01st 2019 subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors

A brief profile along with other details of the Independent Directors are as follows:

Name of the Director	RAJESH RAMANATHAN
DIN Number	02929025
Date of joining the Board	29.09.2005
Profile of the Director	Dr.Rajesh Ramanathan is a successful dentist by profession and he has fairly good knowledge with regard to the Capital Market.
No. of shares held in the Company	Nil
Directorships and Committee memberships in other companies	Nil

Name of the Director	NIRMALCHAND PREMRAJ
DIN Number	02929075

Date of joining the Board	29.09.2005
Profile of the Director	Mr. Nirmalchand is a graduate and having a vast experience in the Capital Market for more than thirty years.
No. of shares held in the Company	Nil
Directorships and Committee memberships in other companies	Nil

The Board recommends the appointment of Mr.Rajesh Ramanathan and Mr. Nirmalchand Premraj as Independent Directors as set out in Item Nos. 3-4 for the approval of the shareholders at the ensuing Annual General Meeting.

In the opinion of the Board, all the Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and such Independent Directors is independent of the management. Further, aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Other than the Independent Directors of the Company and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Special Resolutions as set out in Item Nos. 3 & 4 this Notice.

2. **ITEM No. 5**

In terms of the provisions of the Companies Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company in their meeting held on 09th August, 2019 recommended to increase gross salary of Mr. Shanmukh Navin Shah, (DIN: 00554879), Managing Director of the Company of Rs. 1,25,000/- per month, Mr, Manoj Navin Shah (DIN: 00554893) and Mr. Paresh Navin Shah (DIN: 00554914) whole- time director of the company of Rs. 1,25,000/- per month.

Other than the Executive Directors of the Company and his relatives, none of the Directors, are concerned or interested in the proposed Special Resolutions as set out in Item Nos. 5 this Notice.

Date: 09.08.2019
Place: Chennai

For and on behalf of the Board of Directors
Aryan Share and Stock Brokers Limited

Shanmukh Navin Shah
Managing Director
DIN 00554879

Manoj Navin Shah
Whole time Director
DIN 00554893