



Aryan Share & Stock Brokers Ltd

Member – NSE/BSE
Depository Participant : CDSL

Regd. Off: "Shreeji Metropolis"
No. 7, 7th Cross Street, 2nd Floor
Shenoy Nagar, Chennai – 600030.
Phone No : 26223360
Email : aryan@assbl.com
CIN : L65993TN1995PLC031800

Date: 24th August, 2023

The Manager,
BSE Limited,
PhirozeJeejeebhoy Towers
'A' wing,
Dalal Street, Fort,
Mumbai – 400021

Subject: Submission of Notice of 28th AGM held on 23rd September, 2023

Reference: Scrip Code - 542176; ISIN - INE016X01010

Dear Sir/Madam,

We are pleased to submit a copy of the Notice of 28th Annual General Meeting of the company to be held on Saturday the 23rd September, 2023 at 10:30 A.M. through Video Conferencing or Other Audio Video Means (OAVM) for which purpose the registered office of the company at the Old No. 3, New No. 7, 7th Cross Street Shenoy Nagar Chennai TN 600030 shall be deemed as the Venue for the Meeting and Proceeding of the AGM shall be deemed to be made thereat.

You are requested to please take on record the above said document for your reference and further needful.

Thanking you,

Yours faithfully

For Aryan Share & Stock Brokers Limited



Manoj Navin Shah

Whole-time Director

DIN: 00554893



Encl: Notice of 28th AGM

**NOTICE OF 28th ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 28th Annual General Meeting (AGM) of the Members of Aryan Share & Stock Brokers Limited will be held on Saturday the 23rd September, 2023 at 10:30 AM through Video Conferencing or Other Audio Video Means (OAVM) for which purposes the registered office of the company situated at Old No. 3, New No. 7, 7th Cross Street Shenoy Nagar Chennai TN 600030 shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on 31st March, 2023, 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. To appoint a director Mr. Paresh Navin 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 re-appointment 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 SHANMUKH NAVIN SHAH (DIN:00554879) AS A MANAGING DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provision of Section 196, 197, 198, and 203 and other applicable provisions if any, of the Companies Act 2013 ("the Act") as amended or re-enacted from time to time, read with Schedule V to the Act, and on recommendation by Nomination and Remuneration Committee of directors and resolution passed in the meeting of Board of Directors of the Company duly held on 11th August, 2023, approval of the members of the Company be and hereby accorded to the re-appointment of Mr. Shanmukh Navin Shah (DIN 00554879) as the Managing Director of the company for a period of three years with effect from 01st October 2023 and payment of remuneration in accordance with the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with the authority to the Board of Directors and Mr. Shanmukh Navin Shah."

RESOLVED FURTHER THAT the Board of Directors/Company Secretary be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

4. RE-APPOINTMENT OF MANOJ NAVIN SHAH (DIN:00554893) AS A WHOLE-TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provision of Section 196, 197, 198, and 203 and other applicable provisions if any, of the Companies Act 2013 ("the Act") as amended or re-enacted from time to time, read with Schedule V to the Act, and on recommendation by Nomination and Remuneration Committee of directors and resolution passed in the meeting of Board of Directors of the Company duly held on 11th August, 2023, approval of the members of the Company be and hereby accorded to the re-appointment of Mr. Manoj Navin Shah (DIN 00554893) as the Whole-time Director of the company for a period of three years with effect from 01st October 2023 and payment of remuneration in accordance with the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with the authority to the Board of Directors and Mr. Manoj Navin Shah."

RESOLVED FURTHER THAT the Board of Directors/Company Secretary be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. RE-APPOINTMENT OF PARESH NAVIN SHAH (DIN:00554914) AS A WHOLE-TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provision of Section 196, 197, 198, and 203 and other applicable provisions if any, of the Companies Act 2013 ("the Act") as amended or re-enacted from time to time, read with Schedule V to the Act, and on recommendation by Nomination and Remuneration Committee of directors and resolution passed in the meeting of Board of Directors of the Company duly held on 11th August, 2023, approval of the members of the Company be and hereby accorded to the re-appointment of Mr. Paresh Navin Shah (DIN 00554914) as the Whole-time Director of the company for a period of three years with effect from 01st October 2023 and payment of remuneration in accordance with the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with the authority to the Board of Directors and Mr. Paresh Navin Shah."

RESOLVED FURTHER THAT the Board of Directors/Company Secretary be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. APPOINTMENT OF MS. VAISHALI SIDDHARTH TEJANI (DIN: 10271964) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 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 for the time being in force) read with Schedule IV to said Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as may be amended from time to time, Ms. Vaishali Siddharth Tejani (DIN: 10271964) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th August, 2023 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has given a declaration of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years from the conclusion of this AGM, and she shall not be liable to retire by rotation."

(By Order of the Board)

For Aryan Share & Stock Brokers Limited

Shanmukh Navin Shah
DIN: 00554879
(Managing Director)

Date: 11.08.2023

Place: Chennai

**NOTES:**

- a) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses to be transacted at the meeting, is annexed hereto.
- b) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
- c) The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode. Electronic copy of the Annual Report for the FY 2022-23 is being sent to all the members whose email ID's are registered with the Company/Depository Participants Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/Cameo Corporate Services Ltd., Chennai the Registrar and Share Transfer Agent in case the shares are held by them in physical form.
- d) Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- e) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for every shareholder includes Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction.
- f) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
- g) Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Zoom.com for facilitating voting through electronic means, for providing necessary platform for Video Conference/ OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system will be provided by CDSL.
- h) The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com.
- i) This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.
- j) The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company -www.assbl.com as soon as possible after the Meeting is over.
- k) In compliance with the aforesaid MCA Circulars dated 5th May, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website - www.assbl.com, and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department looking to the Covid-19.
- l) Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
- m) The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 with respect to the Special Businesses set out in the notice is annexed hereto and forms part of this notice.
- n) Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 16, 2023 to Saturday, September 23, 2023, (both days inclusive) for the Annual General Meeting. 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 Friday September 15, 2023.
- o) CS Vishakha Agrawal Proprietor of M/s Vishakha Agrawal & Associates, (CP No. 15088, Membership No. 39298) Email id:csvishakhagrawal@gmail.com Indore has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- p) Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID info@assbl.com so that the information required may be made available at the Meeting.
- q) The Members are requested to:- Intimate changes, if any, in their registered addresses immediately.- Quote their ledger folio number in all their correspondence.- Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company
- r) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents **M/s Cameo Corporate Services Limited**, Registered Office: 'Subramanian Building' No.1, Club House Road, Chennai-600002 Contact No.:- +91-44-28460129. 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.
- s) The report on the Management Discussion and Analysis also form part to the report of the Board Report.



t) The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 28th AGM. Members seeking to inspect such documents can send an email to info@assbl.com.

u) As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company, **Cameo Corporate Services Limited, Registered Office:** 'Subramanian Building' No.1, Club House Road, Chennai-600002 Contact No.:- +91-44-28460129 having email Id investor@cameoindia.com.

v) The Company has designated an exclusive e-mail ID i.e info@assbl.com to enable the investors to register their complaints / send correspondence, if any
THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. The voting period begins on Wednesday 20th September, 2023 from 9.00 A.M. and ends on Friday 22nd September, 2023 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 15th September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
4. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



Type of shareholders

Login Method

Individual Shareholders holding securities in Demat mode with CDSL Depository

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository

1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com. Click on "Shareholders" module.
 - 2) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 3) Next enter the Image Verification as displayed and Click on Login.
 - 4) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 5) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@assbl.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.



1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact attoll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

v) Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

w) Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e. 15th September 2023 (Friday), may obtain the login ID and password by sending a request at ravi.k@gnsaindia.com.

x) The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.

y) The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company – www.assbl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd.

z) For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:

Cameo Corporate Services Limited,

'Subramanian Building' No.1, Club House Road,
Chennai-600002

Emailid:investor@cameoindia.com

Contact no: 044-28460129

z) As the 28th AGM is being held through VC, the route map is not annexed to this Notice.

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	Mr. Manoj Navin Shah	Mr. Paresh Navin Shah	Mr. Shanmukh Navin Shah
2.	DIN	00554893	00554914	00554879
3.	Date of Birth	06.03.1967	23.09.1968	28.12.1970
4.	Date of Appointment	12.06.1995	12.06.1995	12.06.1995
5.	Qualification	Chemical Engineering	B.Com	B.SC
6.	Expertise in specific area	Stock Broking	Marketing	Finance and stock broking activities
8.	Other Directorship held excluding private companies as on 31st March, 2023.	Aryan Securities & Holding Limited	Aryan Securities & Holding Limited	Aryan Securities & Holding Limited
9.	Chairman/Member of the Committee of Board of the Directors of the Company	Chairman-NIL Membership-NIL	Chairman-NIL Membership-Audit Committee	Chairman-NIL Membership-NIL

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

Shanmukh Navin Shah
DIN: 00554879
(Managing Director)

Date: 11.08.2023

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 6 of the accompanying Notice:

ITEM No. 3

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors re-appointed of Mr. Shanmukh Navin Shah as a Managing Director for a period of three years commencing from October 1st 2023 subject to the approval of the shareholders at the ensuing Annual General Meeting.

The main terms and conditions of his re-appointment are furnished below:

- 1) Term of appointment: - 3 (Three) years with effect from August 11, 2023
- 2) Salary: Basic Salary is Rs. 1,00,000 (Rupees One lakh only) per month.
- 3) Perquisites:
 1. Leave travel allowance for self and family once in a year as per rules of the Company.
 2. Medical expenses actually incurred by him and his family subject to maximum of one-month salary.
 3. Club Fees.
 4. Provision for use of car with driver for official business- personal use of the car will be billed to him.

5. Provision for telephone at residence (including payment of local calls and long distance calls, mobile phone, internet and any other communication facilities.
 6. Medical & personal accident insurance.
 7. Travelling Expenses Reimbursement: Actual Travelling expenses incurred by him will be reimbursed.
4. The Company will make suitable contribution towards Provident Fund, Superannuation Fund etc. as per Rules of the Company.
1. Gratuity will be payable as per Rules of the Company
 2. Leave as per Rules of the Company including encashment of un-availed leave at the end of the tenure.
 3. The Company shall deduct and pay to the Central Government or State Government, Income-tax, professional tax and or any other statutory dues as per the law relating to the amount as actually paid.

Other Conditions:

- i. The office of the Managing Director may be terminated by either party by giving three (3) months prior notice in writing of such termination as may be mutually agreed between the Company and Mr. Shanmukh Navin Shah.
 - ii. The appointee director shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors and shall act in accordance with the Articles of Association of the Company. He shall adhere to the Company's Code of Conduct for its Directors, Senior Management, Officers and Employees of the Company.
 - iii. The appointee director will perform his respective duties as such with regards to all the work of the Company and he will manage and attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. He will be responsible for overall operations of the Company. During the continuation of the tenure of Mr. Shanmukh Navin Shah, Managing Director, the remuneration shall be paid to him in accordance with the Section II of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013 which has been approved in the annual general meeting dated 23rd September, 2023.
- None of the Directors, key Managerial Personnel of the Company or their respective relatives except Mr. Shanmukh Navin Shah (the appointee), Mr. Manoj Navin Shah, Whole-time director of the company and Mr. Paresh Navin Shah, Whole-time director of the company, is concerned or interested in the aforementioned resolution.

ITEM No. 4

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors re-appointed of Mr. Manoj Navin Shah as a Whole-time Director for a period of three years commencing from October 1st 2023 subject to the approval of the shareholders at the ensuing Annual General Meeting. The main terms and conditions of his re-appointment are furnished below:

- 1) Term of appointment: - 3 (Three) years with effect from August 11, 2023
- 2) Salary: Basic Salary is Rs. 1,00,000 (Rupees One lakh only) per month.
3. Perquisites:

1. Leave travel allowance for self and family once in a year as per rules of the Company.
2. Medical expenses actually incurred by him and his family subject to maximum of one-month salary.
3. Club Fees.
4. Provision for use of car with driver for official business- personal use of the car will be billed to him.
5. Provision for telephone at residence (including payment of local calls and long distance calls, mobile phone, internet and any other communication facilities.
6. Medical & personal accident insurance.
7. Travelling Expenses Reimbursement: Actual Travelling expenses incurred by him will be reimbursed.

4. The Company will make suitable contribution towards Provident Fund, Superannuation Fund etc. as per Rules of the Company.

5. Gratuity will be payable as per Rules of the Company

7. Leave as per Rules of the Company including encashment of un-availed leave at the end of the tenure.

8. The Company shall deduct and pay to the Central Government or State Government, Income-tax, professional tax and or any other statutory dues as per the law relating to the amount as actually paid.

Other Conditions:

- i. The office of the Whole-time Director may be terminated by either party by giving three (3) months prior notice in writing of such termination as may be mutually agreed between the Company and Mr. Manoj Navin Shah.
- ii. The appointee director shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors and shall act in accordance with the Articles of Association of the Company. He shall adhere to the Company's Code of Conduct for its Directors, Senior Management, Officers and Employees of the Company.
- iii. The appointee director will perform his respective duties as such with regards to all the work of the Company and he will manage and attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. He will be responsible for overall operations of the Company.

During the continuation of the tenure of Mr. Manoj Navin Shah, Whole-time Director, the remuneration shall be paid to him in accordance with the Section II of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013 which has been approved in the annual general meeting dated 23rd September, 2023.

None of the Directors, key Managerial Personnel of the Company or their respective relatives except Mr. Manoj Navin Shah (the appointee), Mr. Shanmukh Navin Shah, Managing director of the company and Mr. Paresh Navin Shah, Whole-time director of the company, is concerned or interested in the aforementioned resolution.

ITEM No. 5

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors re-appointed of Mr. Paresh Navin Shah as a Whole-time Director for a period of three years commencing from October 1st 2023 subject to the approval of the shareholders at the ensuing Annual General Meeting. The main terms and conditions of his re-appointment are furnished below:

- 1) Term of appointment: - 3 (Three) years with effect from August 11, 2023
- 2) Salary: Basic Salary is Rs. 1,00,000 (Rupees One lakh only) per month.
- 3) Perquisites:

1. Leave travel allowance for self and family once in a year as per rules of the Company.
2. Medical expenses actually incurred by him and his family subject to maximum of one-month salary.
3. Club Fees.



4. Provision for use of car with driver for official business- personal use of the car will be billed to him.
 5. Provision for telephone at residence (including payment of local calls and long distance calls, mobile phone, internet and any other communication facilities.
 6. Medical & personal accident insurance.
 7. Travelling Expenses Reimbursement: Actual Travelling expenses incurred by him will be reimbursed
- 4). The Company will make suitable contribution towards Provident Fund, Superannuation Fund etc. as per Rules of the Company.
 - 5) Gratuity will be payable as per Rules of the Company
 - 6) Leave as per Rules of the Company including encashment of un-availed leave at the end of the tenure.
 - 7) The Company shall deduct and pay to the Central Government or State Government, Income-tax, professional tax and or any other statutory dues as per the law relating to the amount as actually paid.

Other Conditions:

- i. The office of the Whole-time Director may be terminated by either party by giving three (3) months prior notice in writing of such termination as may be mutually agreed between the Company and Mr.Paresh Navin Shah.
- ii. The appointee director shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors and shall act in accordance with the Articles of Association of the Company. He shall adhere to the Company's Code of Conduct for its Directors, Senior Management, Officers and Employees of the Company.
- iii. The appointee director will perform his respective duties as such with regards to all the work of the Company and he will manage and attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. He will be responsible for overall operations of the Company. During the continuation of the tenure of Mr. Paresh Navin Shah, Whole-time Director, the remuneration shall be paid to him in accordance with the Section II of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013 which has been approved in the annual general meeting dated 23rd September,2023.

None of the Directors, key Managerial Personnel of the Company or their respective relatives except Mr. Paresh Navin Shah (the appointee), Mr. Shanmukh Navin Shah, Managing director of the company and Mr. Manoj Navin Shah, Whole-time director of the company, is concerned or interested in the aforementioned resolution.

ITEM No. 6

APPOINTMENT OF MS. Vaishali Siddharth Tejani (DIN: 10271964) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors of the Company at its meeting held on the 11th August,2023 appointed Ms. Vaishali Siddharth Tejani (DIN: 10271964), as an Additional (Non-Executive Independent) Director with effect from the said date. Pursuant to the provision of the section 161 of the Companies Act 2013, Ms. Apexa Ajaykumar Panchal (DIN: 10239502), holds office upto the date of this Annual General meeting of the Company. A notice has been received from her proposing her candidature for the office of Director of the Company. Ms. Vaishali Siddharth Tejani (DIN: 10271964), have given the declaration to the Board that she meet the criteria of the Independence as provided in section 149(6) of the Companies Act, 2013. In the opinion of the board, she fulfill the conditions as specified in the Act, and Rules made thereunder for appointment as an Independent Director. The terms and conditions of appointment of above Director shall be open for the inspection by the Members at any working day during business hours of the company upto the date of Annual General Meeting. The brief profile of the Independent director to be appointed is given below:

Name of Director	Vaishali Siddharth Tejani
DIN	10271964
Date of Birth	12.10.1987
Profile of Director	She is Graduate in Commerce and having rich expertise in Legal Accounting and Finance work
No. of Shares held in the Company	NIL
Directorships and Committee memberships in other companies	NIL

Date: 11.08.2023

Place: Chennai

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

Sd/-
Shanmukh Navin Shah
Managing Director
DIN 00554879

Sd/-
Manoj Navin Shah
Whole time Director
DIN 00554893