



## 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: 01<sup>st</sup> September, 2021**

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

**Subject: Submission of Notice of 26<sup>th</sup> AGM held on 25<sup>th</sup> September, 2021**

**Reference:Scrip Code - 542176; ISIN - INE016X01010; Symbol: ARYAN**

Dear Sir/Madam,

We are pleased to submit a copy of the Notice of 26<sup>th</sup> Annual General Meeting of the company to be held on Saturday the 25<sup>th</sup> September, 2021 at 10:30 A.M. through Video Conferencing or Other Audio Video Means (OAVM) for which purpose the registered office of the company 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 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

**Shanmukh Navin Shah**  
Managing Director  
DIN 00554879



Encl: Notice of 26<sup>th</sup> AGM.

**Aryan Share & Stock Brokers Limited (CIN: L65993TN1995PLC031800)****NOTICE OF 26<sup>th</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 26<sup>th</sup> Annual General Meeting (AGM) of the Members of Aryan Share & Stock Brokers Limited will be held on Saturday the 25<sup>th</sup> September, 2021 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 31<sup>st</sup> March, 2021, 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 INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary 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. Ms. Uma Rajesh, DIN: 07264895 be and is hereby re- appointed as an Independent Director of the Company with effect from October 01, 2021 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. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT 2013:**

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 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire existing Articles of Association of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

(By Order of the Board)

**For Aryan Share & Stock Brokers Limited**

Shanmukh Navin Shah

DIN: 00554879

(Managing Director)

Date: 12.08.2021

Place: Chennai

**NOTES:**

a) 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.

b) 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.

c) 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 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, 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 on account of first come first served basis.

d) 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.

e) 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 BlueJeans.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.



- f) 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](http://www.bseindia.com).
- g) 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.
- h) The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company – [www.assbl.com](http://www.assbl.com) as soon as possible after the Meeting is over.
- i) 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 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website - [www.assbl.com](http://www.assbl.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.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.
- j) 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.
- k) 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.
- l) Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 18<sup>th</sup> September, 2021 to Saturday, 25<sup>th</sup> September, 2021 (both days inclusive) for the Annual General Meeting and ascertainment for entitlement of payment of dividend to the members whose names appear in the Register of members and the records of the beneficiaries of the CDSL and NSDL on the date of 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 17<sup>th</sup> September, 2021.
- m) CS Vishakha Agrawal, Proprietor of M/s Vishakha Agrawal & Associates, (CP No. 15088, Membership No. 39298) E-mail id: [csvishakhagrawal@gmail.com](mailto: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.
- n) 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 E-mail ID: [info@assbl.com](mailto:info@assbl.com) so that the information required may be made available at the Meeting.
- o) 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
- p) 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 Pvt. Limited**, Registered Office: 115, Nelson Manickam Rd, Collectorate Colony, Aminthakarai, Chennai, Tamil Nadu 600029 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.
- q) The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
- r) 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 26<sup>th</sup>AGM. Members seeking to inspect such documents can send an email to [info@assbl.com](mailto:info@assbl.com).
- s) 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, **GNSA Infotech Pvt. Limited**, Registered Office: 115, Nelson Manickam Rd, Collectorate Colony, Aminthakarai, Chennai, Tamil Nadu 600029 Contact No.:- +91-44-42962000 having email Id [ravi.k@gnsaindia.com](mailto:ravi.k@gnsaindia.com), [bala.r@gnsaindia.com](mailto:bala.r@gnsaindia.com).
- Instructions for remote e-voting / e-voting are as under:**
- Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.
- A. In case of members receiving e-mail:
- (i) The voting period begins on 22<sup>nd</sup> September, 2021 (Wednesday) and ends on 24<sup>th</sup> September, 2021 (Friday). 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) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) 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
  - (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on "Shareholders" tab to cast your votes.
  - (v) Now, select the Electronic Voting Sequence Number - "EVSN" along with "Aryan Share & Stock Brokers Limited" from the drop down menu and click on "SUBMIT"
  - (vi) If you are holding shares in Demat form and have already voted earlier on [www.evotingindia.com](http://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.
  - (vii) Now, fill up the following details in the appropriate boxes:



	For Members holding shares in Demat Form	For Members holding shares in Physical Form
<b>USER ID</b>	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
<b>PAN*</b>	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)	
<b>DOB#</b>	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.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

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.

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

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

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. Process for those shareholders whose email addresses are not registered with the Depositories for obtaining Login Credentials for E-Voting for the Resolutions proposed in this notice**

(i) 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 [info@assbl.com](mailto:info@assbl.com) / [ravi.k@gnssaindia.com](mailto:ravi.k@gnssaindia.com).

(ii) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) at E-mail ID: [info@assbl.com](mailto:info@assbl.com) / [ravi.k@gnssaindia.com](mailto:ravi.k@gnssaindia.com).

(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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](http://www.evoting.cdsl.com).

(v) The company/RTA shall co-ordinate with CDSL and provide the login credentials to the abovementioned shareholders.

**C) Instructions for shareholders attending the AGM through VC/OAVM are as under:**

i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the Bluejeans.com e-Voting system. Shareholders may access the link which we share him through email and one notice of link will share to BSE and Company website also shareholders/members will just open the link enter name of him/her and join the meeting. **The Process is downloading Zoom application (<https://zoom.us/join>) in Laptops / mobile/IPads then select join meeting. Meeting ID: 868 3530 3649**

**Passcode: 542176 or click direct link is <https://us02web.zoom.us/j/86835303649?pwd=U21qWTZLSE9KdEpHdzVYZmxnam1Cdz09>**

ii) Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

iv) 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.

v) 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 [info@assbl.com](mailto:info@assbl.com). 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 [info@assbl.com](mailto:info@assbl.com) (company email id). These queries will be replied to by the company suitably by email.



vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

vii) All grievances connected with attending the AGM through VC/OAVM may be addressed to the registered office of the company or through email on [info@assbl.com](mailto:info@assbl.com) (company email id).

**D) Instructions for shareholders for E-Voting during the AGM are as under:-**

i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

ii) Only those shareholders, who are present in the AGM 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 AGM.

iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

iv) 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.

v) 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 [info@assbl.com](mailto:info@assbl.com). 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 [info@assbl.com](mailto:info@assbl.com) (company email id). These queries will be replied to by the company suitably by email.

vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**E) Note for Non – Individual Shareholders and Custodians**

i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

iii) 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.

iv) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

v) 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.

vi) Alternatively Non Individual shareholders are required 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](mailto:info@assbl.com) / [csvishakhagrawal@gmail.com](mailto:csvishakhagrawal@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

t) 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).

u) 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. 17<sup>th</sup> September, 2021 (Friday), may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

v) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 17<sup>th</sup> September, 2021 (Friday) only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.

w) 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.

x) 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](http://www.assbl.com) and on the website of CDSL 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.

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

**GNSA Infotech(P) Ltd**

Nelson Chambers Block F, 5<sup>th</sup> Floor  
115, Nelson Manickam Road Aminthakarai, Chennai 600029  
Email: [ravi.k@gnsaindia.com](mailto:ravi.k@gnsaindia.com)

Contact no: 044-4296-2000

z) As the 26<sup>th</sup> 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. Paresh Navin Shah
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2.	DIN	00554914
3.	Date of Birth	23.09.1968
4.	Date of Appointment	12.06.1995
5.	Qualification	B.com
6.	Expertise in specific area	Marketing
8.	Other Directorship held excluding private companies as on 31st March, 2020.	Aryan Securities & Holding Limited
9.	Chairman/Member of the Committee of Board of the Directors of the Company	Chairman-NIL Membership-Audit Committee

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

Date: 12.08.2021  
Place: Chennai

Shanmukh Navin Shah  
DIN: 005548  
(Managing Director)

**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 of the accompanying Notice:

**ITEM No. 3**

The Board in its meeting held on 29<sup>th</sup> October 2020 changed the designation of Ms. Uma Rajesh as Non-Executive Independent Director subject to the approval of members in the ensuing General Meeting. In terms of Section 160 of the Companies Act, 2013, the Board and the Nomination and Remuneration Committee recommends the re-appointment of Mrs. Uma Rajesh as Independent Director under section 149 and 152 of the Companies Act, 2013 for a period of five years commencing from October 01<sup>st</sup> 2021.

The Company has also received a notice proposing candidature of Ms. Uma Rajesh for appointment as Independent director pursuant to Section 160 of the Companies Act, 2013 along with her consent to act as a Director in Form DIR-2 and a declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Name of the Director	Uma Rajesh
DIN Number	07264895
Date of joining the Board	19.08.2015
Profile of the Director	She has a rich knowledge of finance.
No. of shares held in the Company	Nil
Directorships and Committeememberships in other companies	She is not a Director of any Other Company Except this Company.

The Board recommends the appointment of Ms. Uma Rajesh as Independent Directors as set out in Item Nos. 3 for the approval of the shareholders at the ensuing Annual General Meeting.

Except Ms. Uma Rajesh, being the appointee director and her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the proposed Resolution as set out in Item Nos. 3 of this Notice.

**ITEM No.4**

The Companies Act, 2013 (New Act/Act), read with Rules made thereunder, has brought out various changes in the provisions that were contained in the Companies Act 1956 (Old Act). The existing Articles of Association (AoA) of the Company was formulated based on the provisions of the Old Act and therefore contains certain provisions which are not in line with the provisions of the New Act. The New Act provides that in case of conflict with the provisions of the New Act and the Articles of Association of the Company, the provisions of the New Act will prevail. However, it is considered desirable to amend the Articles of Association of the Company to bring it in line with the provisions of the New Act.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the applicable Rules, consent of the members is sought by way of special resolution as set out at item no. 8 of the notice for adoption of new Articles of Association of the Company. The Board of Directors at the meeting held on August 12, 2021 had accorded their approval for alteration of Articles of Association.

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

Date: 12.08.2021  
Place: Chennai

Sd/-  
Shanmukh Navin Shah  
Managing Director  
DIN 00554879

Sd/-  
Manoj Navin Shah  
Whole time Director  
DIN 00554893