



Arfin India Limited

Registered Office: B-302, 3rd Floor, Pelican House, Gujarat Chamber of Commerce Building, Ashram Road, Ahmedabad – 380009, Gujarat, India.

CIN: L65990GJ1992PLC017460, **Phone:** +91 79 26583791, 92,

Fax: +91 79 26583792, **Email:** investors@arfin.co.in, **Website:** www.arfin.co.in

POSTAL BALLOT NOTICE

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

To the members of the Company,

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Arfin India Limited (“the Company”) by means of Postal Ballot including Electronic Voting (e-voting), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is enclosed herewith along with a Postal Ballot Form.

The Company has appointed M/s. Kamlesh M. Shah & Co., Practising Company Secretary as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, that is, 5:00 p.m. on Thursday, November 1, 2018. Postal Ballot Forms received after 5:00 p.m. on Thursday, November 1, 2018 will be treated as ‘invalid’. Pursuant to Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) will be tentatively announced on Friday, November 2, 2018, at the Registered Office of the Company and also by placing the same on the Company’s website www.arfin.co.in. The results will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS

1. Issue of Bonus Shares:

To consider and pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding upto ₹ 2,64,87,350/- (Rupees Two Crore Sixty Four Lacs Eighty Seven Thousand Three Hundred and Fifty only) from and out of the retained earnings, the securities premium account, capital reserve and / or any other permitted reserves / surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of ₹ 10/- (Rupees Ten Only) each, credited as fully paid to eligible members of the Company holding equity shares of ₹ 10/- (Rupees Ten Only) each of the Company whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of ₹ 10/- (Rupees Ten Only) each for every 5 (Five) existing fully paid-up equity share of ₹ 10/- (Rupees Ten Only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT if as a result of implementation of this resolution, any member becomes entitled to a fraction of new Equity Shares to be allotted as Bonus Shares, the Company shall not issue any certificate or coupon in respect of such fractional shares but the total number of such new Equity Shares representing such fractions shall be allotted by the Board to a nominee or nominees to be selected by the Board who would hold them as trustee for the Equity Shareholders who would have been entitled to such fractions in case the same were issued and such nominee(s) will as soon as possible sell such Equity Shares allotted at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and the expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holdings and fraction thereof.

RESOLVED FURTHER THAT no allotment letters shall be issued in respect of said Bonus Shares and in the case of members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time frame as stipulated as per Companies Act, 2013 and/or the Listing Regulations

from the date of allotment thereof by the Board of Directors of the Company or a committee of Directors, as the case may be, or with such extended time as may be allowed by appropriate authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, if any, be subject to the approval of RBI or any other regulatory authority, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing & trading of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

Registered Office

B-302, 3rd Floor, Pelican House,
Gujarat Chamber of Commerce Building, Ashram Road,
Ahmedabad – 380009, Gujarat, India.

CIN: L65990GJ1992PLC017460

Tel. No.: +91 79 26583791, 92,

Fax: +91 79 26583792,

Email: investors@arfin.co.in

Website: www.arfin.co.in

For & on behalf of Board of Directors

Mahendra R. Shah

Chairman & Whole-time Director
(DIN: 00182746)

Place: Ahmedabad

Date: September 29, 2018

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on Friday, September 28, 2018.
4. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact the Company or its Registrar and Transfer Agent, MCS Share Transfer and Agent Limited, 201, 2nd Floor, Shatdal Complex, Ashram Road, Ahmedabad – 380009, Gujarat, India, or send an email at mcsahmd@gmail.com or investors@arfin.co.in or download the Postal Ballot Form from the Company’s website www.arfin.co.in and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Thursday, November 1, 2018.
5. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and amendments made thereto, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to its members for voting by electronic means through e-voting services as provided by the Central Depository Services (India) Limited (CDSL), which would enable them to cast their vote electronically, instead of through physical postal ballot form and the business may be transacted through such voting. Members are requested to carefully read the instructions of e-voting before exercising their vote. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
6. **Once the vote on a resolution is cast by a member on CDSL, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**
7. **Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as “INVALID”.**
8. **The e-voting period commences on Wednesday, October 3, 2018 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Thursday, November 1, 2018. During this period, members of the Company, holding shares either in physical or dematerialised form, as on Friday, September 28, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.**
9. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is, **Thursday, November 1, 2018.**

10. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company's registered office during business hours on all working days except Saturday from the date of dispatch of this Postal Ballot Notice till **Thursday, November 1, 2018**.
11. Any query / grievances connected with the voting by Postal Ballot including voting by electronic means may be addressed to the Company at Arfin India Limited, B-302, Pelican House, 3rd Floor, Ashram Road, Gujarat Chamber of Commerce Building, Ahmedabad – 380009, Gujarat, India or at +91 79 - 2658 3791 / 92 or at investors@arfin.co.in.
12. **Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.**
13. **A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way, if any.**
14. **The Scrutinizer's decision on the validity of the Postal Ballot shall be final.**

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- (i) **In case a member receives an e-mail** [for members whose e-mail addresses are registered with the Company / RTA / Depository Participant(s)]:
- (a) Log on to the e-voting website www.evotingindia.com during the voting period.
- (b) Click on "Members / Shareholders" tab.
- (c) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (f) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company / Registrar / Depository Participant are requested to use the sequence number mentioned on

	address slip / email pertaining to the notice of this Annual General Meeting.
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. If both the details are not recorded with the Depository or Company, please enter the Member ID / Folio Number in the Dividend Bank Details field as mentioned in instruction (iv) above.

- (g) After entering these details appropriately, click on “SUBMIT” tab.
- (h) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN (Electronic Voting Sequence Number) of Arfin India Limited to vote.
- (k) 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.
- (l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution(s).
- (m) 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.
- (n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote subsequently.
- (o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (p) If you have forgotten the password, then enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.
- (q) Shareholders can also use Mobile app - “m - Voting” for e-voting. m - Voting app is available on Apple, Android and Windows based Mobile Phones. Shareholders may log in to m - Voting using their e voting credentials to vote for the Company resolution(s).
- (r) Note for Non-Individual Shareholders and Custodians:

- Non-Individual members (i.e. other than Individuals, HUF and NRI etc.) and custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
- 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, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(II) In case a member receives physical copy of the Postal Ballot Notice by Post [for members whose e-mail addresses are not registered with the Company / RTA / Depository Participant(s)]:

Please follow all steps from sl. no. (a) to sl. no. (q) above to cast vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. Further, contact details of the official responsible to address the grievances connected with voting by electronic means is as under:

Mr. Rakesh Dalvi

Manager

Central Depository Services (India) Limited

25th Floor, A Wing, Marathon Futurex,

Mafatlal Mills Compound, NM Joshi Marg,

Lower Parel (E), Mumbai - 400 013, Maharashtra, India.

CIN: L67120MH1997PLC112443, Tel. No.: 1800225533,

Email: helpdesk.evoting@cdslindia.com, Website: www.cdslindia.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item Nos. 1

The Board of Directors at its meeting held on Monday, September 24, 2018, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of ₹ 10/- (Rupees Ten Only) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (One) new fully paid-up equity share of ₹ 10/- (Rupees Ten only) each for every 5 (Five) existing fully paid-up equity shares of ₹ 10/- (Rupees Ten only) each by capitalising a sum not exceeding upto ₹ 2,64,87,350/- (Rupees Two Crore Sixty Four Lacs Eighty Seven Thousand Three Hundred and Fifty only) out of retained earnings, securities premium account, capital reserve and / or any other permitted reserves / surplus of the Company, as may be considered appropriate.

The Bonus shares once allotted shall rank pari-passu in all respects and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

Article 54 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts (including securities premium account and capital reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

Registered Office

B-302, 3rd Floor, Pelican House,
Gujarat Chamber of Commerce Building, Ashram Road,
Ahmedabad – 380009, Gujarat, India.

CIN: L65990GJ1992PLC017460

Tel. No.: +91 79 26583791, 92,

Fax: +91 79 26583792,

Email: investors@arfin.co.in,

Website: www.arfin.co.in

For & on behalf of Board of Directors

Mahendra R. Shah

Chairman & Whole-time Director
(DIN: 00182746)

Place: Ahmedabad

Date: September 29, 2018



ARFIN INDIA LIMITED

ARFIN INDIA LIMITED

Registered Office: B-302, 3rd Floor, Pelican House, Gujarat Chamber of Commerce Building,
Ashram Road, Ahmedabad 380009, Gujarat, India.

CIN: L65990GJ1992PLC017460, **Phone:** +91 79 26583791, 92, **Fax:** +91 79 26583792,

Email:investors@arfin.co.in, **Website:**www.arfin.co.in

POSTAL BALLOT FORM

Sr. No.	Particulars	Details
1.	Name of the first named shareholder (in blocked letters)	
2.	Name(s) of the Joint-Holder(s), if any	
3.	Postal Address	
4.	Registered Folio No. /*DP ID &Client ID No. (*applicable to investors holding shares in dematerialized form)	
5.	Class of Shares	Equity Shares

I / we hereby exercise my / our vote(s) in respect of the following resolutions to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated Saturday, September 29, 2018, issued by the Company, by conveying my / our assent or dissent to the said resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Description of the Resolution	No. of Equity Shares held	I / we assent to the Resolution (FOR)	I / we dissent to the Resolution (AGAINST)
1.	Ordinary Resolution for issue of bonus shares			

Place:

Date:

(Signature of the Shareholder)

NOTE

1. Please read the instructions printed overleaf and in the notice of the postal ballot carefully before exercising your vote.
2. Last date for receipt of Postal Ballot Form by the Scrutinizer: Thursday, November 1, 2018 (5:00 p.m.)
3. If the voting rights are exercised by e-voting, this form need not be used.

INSTRUCTIONS

1. A Member desirous of exercising her / his vote by Postal Ballot may complete this Postal Ballot Form and send it to the following address of the Scrutinizer.
Mr. Kamlesh M. Shah
Scrutinizer, Arfin India Limited,
B-302, Pelican House, 3rd Floor, Gujarat Chamber of Commerce Building,
Ashram Road, Ahmedabad – 380009, Gujarat, India.
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his / her absence, by the next named Member.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting will be final.
6. The Postal Ballot / e-voting shall not be exercised by a proxy.
7. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorization together with the specimen signature(s) of the duly authorized signatories.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, September 28, 2018.
9. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. There will be one Postal Ballot Form for every Folio / DP ID & Client ID, irrespective of the number of joint holders.
11. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact the Company or its Registrar and Transfer agent, MCS Share Transfer and Agent Limited, 201, 2nd Floor, Shatdal Complex, Ashram Road, Ahmedabad – 380009, Gujarat, India or send an email at investors@arfin.co.in or mcsahmd@gmail.com or download the Postal Ballot Form from the Company's website www.arfin.co.in.
12. The Members can opt for any one mode of voting i.e., either by e-voting or by physical Postal Ballot Form. The voting, both through postal ballot and through electronic modes shall commence from Wednesday, October 3, 2018 at 9:00 a.m. (IST) and shall end on Thursday, November 1, 2018 at 5:00 p.m. (IST). In case, member(s) cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
13. The Company is pleased to offer e-voting facility, as an alternative, for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

THE DETAILED PROCEDURE FOR E-VOTING IS ENUMERATED IN THE NOTES TO THE POSTAL BALLOT NOTICE.