



ARFIN INDIA LIMITED

**CIN:** L65990GJ1992PLC017460

**Regd. Office:** B-302, 3<sup>rd</sup> Floor, Pelican House, Gujarat Chamber of Commerce Building, Ashram Road, Ahmedabad – 380009, Gujarat, India

**Tel:** +91 79 26583791, 92, **Email:** [investors@arfin.co.in](mailto:investors@arfin.co.in), [cs@arfin.co.in](mailto:cs@arfin.co.in)

**Website:** [www.arfin.co.in](http://www.arfin.co.in)

### POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Thursday, September 22, 2022 at 9:00 a.m. (IST)	Friday, October 21, 2022 at 5:00 p.m. (IST)

Dear Members,

**NOTICE** is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the 'Act') read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the 'Management Rules'), Secretarial Standard - 2 on General Meetings (the 'SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the 'MCA'), vide General Circulars issued from time to time (the 'MCA Circulars') and any other applicable Laws and Regulations, the following items of special business are proposed to be passed by the Members of **Arfin India Limited** (the 'Company') through Postal Ballot via remote electronic voting ('e-Voting').

#### Item No. 1

#### Sub-division of Equity Shares of the Company

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 Companies (Share Capital and Debentures) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements)



Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association of the Company and subject to such permissions, sanctions and approvals as may be required in this respect, approval of the Members of the Company be and is hereby accorded for Sub-division of 1 (One) existing equity share of face value of ₹ 10/- (Rupees Ten only) into Ten (10) equity shares of face value of ₹ 1/- (Rupees One only) fully paid-up, on such date as may be fixed by the Board of Directors (hereinafter referred to as 'the Board', which expression shall be deemed to include a Committee of Directors duly constituted or to be constituted by the Board) for this purpose ('Record Date').

**RESOLVED FURTHER THAT** upon Sub-division of the equity shares, the share certificates in respect of the existing equity shares of face value of Rs. 10/- held in physical form shall be deemed to have been automatically cancelled and be of no effect from the record date and thereon the Company may without requiring the surrender of the existing share certificates credit the new equity shares or issue new equity share certificates, as the case may be, in accordance with the applicable provisions of the SEBI Regulations within the period prescribed and that in case of equity shares are held in dematerialised form, the new equity shares shall be credited to the beneficiary accounts of the members with their respective depository participants, in lieu of the existing credits representing the equity shares of the Company before Sub-division.

**RESOLVED FURTHER THAT** the Sub-divided shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors and / or the Company Secretary of the Company, be and is hereby authorised to give such directions, as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with Stock Exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and / or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, to appoint practicing company secretaries as scrutinizer including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

**Item No. 2**

**Alteration of Capital Clause of the Memorandum of Association of the Company**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such approvals as may be necessary consent of the Members of the Company be and is hereby accorded to alter and substitute the existing Clause 5 of the Memorandum of Association of the Company with the following new Clause 5:

“The Authorised Share Capital of the Company is ₹ 31,50,00,000 (Rupees Thirty One Crores Fifty Lakhs Only) divided into 31,50,00,000 (Thirty One Crores Fifty Lakhs Only) equity shares of face value of ₹ 1/- (Rupees One Only) each.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors and / or the Company Secretary of the Company and is hereby authorised to give such directions, as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with Stock Exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and / or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, to appoint practicing company secretaries as scrutinizer including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.”

**Registered Office**

B-302, 3<sup>rd</sup> Floor, Pelican House,  
Gujarat Chamber of Commerce Building,  
Ashram Road, Ahmedabad – 380009,  
Gujarat, India.  
CIN: L65990GJ1992PLC017460  
Tel. No.: +91 79 26583791, 92  
Email: [investors@arfin.co.in](mailto:investors@arfin.co.in)  
Website: [www.arfin.co.in](http://www.arfin.co.in)

**For and on behalf of Board of Directors**

**Mahendra R. Shah**  
(Chairman & Wholetime Director)  
(DIN: 00182746)

Place: Ahmedabad  
Date: September 19, 2022

**Notes:**

- 1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended ('the Act') read with Regulation 36 of the SEBI Listing Regulations, and Secretarial Standards on General Meetings (SS-2) which sets out details relating to Special Business(es) mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.**
2. As per the MCA Circulars and in view of the prevailing COVID-19 pandemic situation, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e-Voting only.
3. For purpose of providing remote e-Voting facility, the Company has entered into an agreement with National Depository Services Limited (NSDL) for facilitating e-Voting and enabling the Shareholders to cast their votes electronically.
4. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at [www.arfin.co.in](http://www.arfin.co.in), websites of the Stock Exchange i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection at [www.arfin.co.in](http://www.arfin.co.in) under Investor Relations Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results.
6. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper (in vernacular language i.e. Gujarati) and one English Newspaper widely circulated in that district (in the English Language) and shall be hosted at the Company's website at [www.arfin.co.in](http://www.arfin.co.in). The said public notice shall also mention the process for registration of email-ids by those Shareholders who have not yet registered their email-ids with the Company.
- 7. The e-Voting shall commence on Thursday, September 22, 2022 at 9.00 a.m. (IST) and end on Friday, October 21, 2022 at 5.00 p.m. (IST). The e-Voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company holding shares as on the cut-off date i.e. Monday, September 19, 2022, may cast their vote by electronic means in the manner provided in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it subsequently.**

## Postal Ballot Notice

8. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders.
9. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Shareholders to register their e-mail address. Shareholders who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and by giving details of folio number, e-mail address and self-attested copy of PAN card to RTA at [mcsstaahmd@gmail.com](mailto:mcsstaahmd@gmail.com), if the shares are held in physical form.
10. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Shareholders whose names appear in the Register of Members as received from NSDL and Central Depository Services (India) Limited (CDSL) as on cut-off date, i.e., Monday, September 19, 2022 and whose e-mail IDs are registered with the Company / Depositories. For Shareholders who have not registered their e-mail IDs, please follow the instructions given under Note No. 14. Further, the Shareholders whose names appear in the Register of Members as on cut-off date, i.e. Monday, September 19, 2022 are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. A person who is not a Shareholder as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
11. A shareholder cannot exercise his / her vote by proxy on Postal Ballot.
12. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Company at [investor@arfin.co.in](mailto:investor@arfin.co.in), [cs@arfin.co.in](mailto:cs@arfin.co.in) or for any query / grievance with respect to e-Voting, Shareholders may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no: 1800 1020 990 and 1800 224 430 or send a request to NSDL at email id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **ELECTRONIC DISPATCH OF POSTAL BALLOT NOTICE AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF POSTAL BALLOT NOTICE:**

13. In compliance with the aforesaid MCA circulars, notice of this Postal Ballot is being sent only through electronic mode to Shareholders whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') or with the Depository Participant(s). The aforesaid Notice has been uploaded on the website of the Company i.e. [www.arfin.co.in](http://www.arfin.co.in), the same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at



[www.bseindia.com](http://www.bseindia.com) and is also available on the website of NSDL (agency providing the remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

14. Shareholders holding shares in physical form, are requested to send a scanned copy of the signed request letter mentioning the Folio Number, Name of shareholder, complete address, mobile number, email address to be registered along with a scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Shareholder, by email to the Registrar and Share Transfer Agent (RTA)'s email address at [mcsstaahmd@gmail.com](mailto:mcsstaahmd@gmail.com). Shareholders holding shares in demat form are requested to update their email address through their respective Depository Participant(s). After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to registered e-mail address, upon request received from the Shareholders.
15. It is clarified that if a Shareholder fails to provide or update relevant e-mail address to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.
16. Shareholders holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Shareholders after making requisite changes thereon.
17. Shareholders may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id [investor@arfin.co.in](mailto:investor@arfin.co.in) from their registered email address, mentioning their name, folio number / DP ID-Client ID, as applicable, mobile number, copy of PAN card. Such queries shall be appropriately replied by the Company.

**18. GENERAL GUIDELINES FOR SHAREHOLDERS FOR VOTING:**

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kshahcs@yahoo.co.in](mailto:kshahcs@yahoo.co.in) and the email id of Company at [cs@arfin.co.in](mailto:cs@arfin.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to

the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

- c) In case of any queries related to e-Voting, you may refer the Frequently Asked Questions (“FAQs”) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com>. For any grievances connected with facility for e-voting, please contact

**Ms. Pallavi Mhatre, Manager, NSDL,**

4th Floor, ‘A’ Wing, Trade World,  
Kamala Mills Compound, Senapati  
Bapat Marg, Lower Parel,  
Mumbai 400 013,

E-mail: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in),

Toll free no: 1800-1020-990 / 1800-224-430

Contact no: 022-24994545.

- d) The voting rights of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date **Monday, September 19, 2022**. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to do e-Voting on the resolutions included in the Postal Ballot Notice.

19. The Board of Directors, at its meeting held on September 19, 2022, has appointed **Mr. Kamlesh M. Shah, proprietor of M/s. Kamlesh M. Shah & Co.,** Practicing Company Secretary, Ahmedabad (ICSI membership number: ACS 8356, certificate of practice number: 2072), who in the opinion of the Board is a duly qualified person as a scrutinizer to scrutinize the postal ballot process through the remote e-Voting in a fair and transparent manner.
20. The Scrutinizer shall after the conclusion of the e-voting on Friday, October 21, 2022 at 5.00 pm (IST), unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make Scrutinizer’s report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman / Managing Director or a person authorized by him in writing, who shall countersign the same and declare the result of the e-Voting of the Postal Ballot forthwith. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Friday, October 21, 2022, being the last day of remote e-Voting.

21. Results of voting shall be declared within 2 (Two) working days from the time of conclusion of the remote e-Voting. The results along with the Scrutinizers' report would be intimated to the Stock Exchanges where securities of the Company are listed, and will be displayed on the Company's website at [www.arfin.co.in](http://www.arfin.co.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the Registered Office as well as at the corporate office of the Company.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

22. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the SEBI Listing Regulations, as amended, the Shareholders are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-Voting facility to all its Shareholders.
23. Pursuant to SEBI Listing Regulations, and such other provisions as may be applicable, the Company has fixed Monday, September 19, 2022 as the cut-off date for determining the Shareholders who shall be entitled to vote through remote e-Voting on the Postal Ballot resolutions. The e-Voting shall commence on Thursday, September 22, 2022 at 9.00 a.m. (IST) and end on Friday, October 21, 2022 at 5.00 p.m. (IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Monday, September 19, 2022 may cast their votes by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Shareholder, the Shareholder shall not be allowed to change it subsequently. A person who is not a Shareholder as on the cut-off date should treat this notice for information purpose only.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**STEP 1: ACCESS TO NSDL E-VOTING SYSTEM**





**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>A. NSDL IDeAS Facility</b></p> <p><b>If you are already registered for NSDL IDeAS Facility, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a personal computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li> <li>3. 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.</li> <li>4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>a. Option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>.</li> <li>b. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>c. Please follow steps given in points 1-5.</li> </ol> <p><b>B. e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on</li> </ol>

Type of Shareholders	Login Method
	<p>options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>C. Shareholders / Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div data-bbox="466 611 687 667">  App Store         </div> <div data-bbox="746 611 994 667">  Google Play         </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;"> <div data-bbox="515 692 678 855">  </div> <div data-bbox="791 692 954 855">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.</li> <li>2. Once 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.</li> <li>3. Click on options available against company name or e-Voting</li> </ol>

Type of Shareholders	Login Method
participants	service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800-1020-990 and 1800-22-44-30.
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



5. Your User ID details are given below :

Manner of Holding Shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is <b>122597</b> then user ID is - 122597001***.

6. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i). If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.  
Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii). If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

## Postal Ballot Notice

- a) Click on “Forgot User Details / Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  9. Now, you will have to click on “Login” button.
  10. After you click on the “Login” button, Home page of e-Voting will open.

### **STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.**

1. After successful login at Step 1, you will be able to see all the companies “**EVEN 122597**” in which you are holding shares and whose voting cycle.
2. Select “**EVEN 122597**” of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Registered Office**

B-302, 3<sup>rd</sup> Floor, Pelican House,  
Gujarat Chamber of Commerce Building,  
Ashram Road, Ahmedabad – 380009,  
Gujarat, India.  
CIN: L65990GJ1992PLC017460  
Tel. No.: +91 79 26583791, 92  
Email: [investors@arfin.co.in](mailto:investors@arfin.co.in)  
Website: [www.arfin.co.in](http://www.arfin.co.in)

**For and on behalf of Board of Directors**

**Mahendra R. Shah**  
(Chairman & Wholetime Director)  
(DIN: 00182746)

Place: Ahmedabad  
Date: September 19, 2022

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

**Item No. 1 and 2**

Presently, The Authorized Share Capital of the Company is ₹ 31,50,00,000/- (Rupees Thirty One Crores Fifty Lakhs Only) divided into 3,15,00,000 (Three Crores Fifteen Lakhs Only) equity shares of ₹ 10/- (Rupees Ten Only) each. The Issued, Subscribed and Paid-up Capital of the Company is divided into 1,58,92,405 (One Crore Fifty Eight Lakh Ninety Two Thousand Four Hundred and Five Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each amounting to ₹ 15,89,24,050/- (Rupees Fifteen Crore Eighty Nine Lakh Twenty Four Thousand and Fifty Only).

The operations of the Company have grown significantly during the years, which have generated considerable interest in the Company's equity shares in the market. Equity shares of the Company are listed and are being traded on BSE Limited. In order to improve the liquidity to the Company's equity shares in the stock market and to make it more affordable for small retail investors and also to broad base the small retail investors, it is proposed to Sub-divide existing one equity share of face value of ₹ 10/- (Rupees Ten Only) into 10 (Ten) equity shares of face value of ₹ 1/- (Rupees One Only) each pursuant to the provisions of Section 61(1)(d) of the Companies Act, 2013 ("the Act"), the rules made thereunder and other applicable provisions. The Record Date for the aforesaid Sub-division of equity shares shall be fixed by the Board (including any Committee thereof) after the approval of the members is obtained for the proposed Sub-division.

In the opinion of the Board, proposed Sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on Monday, September 19, 2022 approved the aforesaid Sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company on account of sub-division of equity shares.

**The Pre and Post Equity Share Capital of the Company will be as under:**

Share Capital	Pre Sub-division		Post Sub-division	
	No. of shares	Amount (Rs. In Lakhs)	No. of shares	Amount (Rs. In Lakhs)
<b>Authorized</b>	3,15,00,000 Equity Shares of ₹ 10/- (Rupees Ten Only) each	₹ 3,150.00	31,50,00,000 Equity Shares of ₹ 1/- (Rupees One Only) each	₹ 3,150.00
<b>Paid-up &amp; Subscribed</b>	1,58,92,405 Equity Shares of ₹ 10/- (Rupees Ten Only) each	₹ 1,589.24	15,89,24,050 Equity Shares of ₹ 1/- (Rupees One Only) each	₹ 1,589.24

## Postal Ballot Notice

The Sub-division of equity shares proposed under business item no. 1 of this Notice shall also require amendment to the existing Clause 5 of the Memorandum of Association of the Company as set out under item no. 2 of this Notice. Pursuant to Sections 13, 61 and other applicable provisions of the Act and the Rules made thereunder, approval of the members by way of Ordinary Resolution is required for Sub-division and carrying out any amendment to the Memorandum of Association of the Company.

None of the Promoters, Directors, Key Managerial Persons and their Relatives or the entities in which the Promoters, Directors or Key Managerial Persons are interested, are concerned or interested, financially or otherwise, in the said resolutions in the accompanying Notice.

The Board recommends the Ordinary Resolutions as set out under item no. 1 and 2 of the Notice for approval of the Shareholders.

### Registered Office

B-302, 3<sup>rd</sup> Floor, Pelican House,  
Gujarat Chamber of Commerce Building,  
Ashram Road, Ahmedabad – 380009,  
Gujarat, India.  
CIN: L65990GJ1992PLC017460  
Tel. No.: +91 79 26583791, 92  
Email: [investors@arfin.co.in](mailto:investors@arfin.co.in)  
Website: [www.arfin.co.in](http://www.arfin.co.in)

### For and on behalf of Board of Directors

**Mahendra R. Shah**  
(Chairman & Wholetime)  
(DIN: 00182746)

Place: Ahmedabad  
Date: September 19, 2022