



ARYAMAN

FINANCIAL SERVICES LIMITED

20TH

ANNUAL REPORT

2013 - 14

CORPORATE INFORMATION

REGISTERED OFFICE

C/o Thakur Research Foundation,
221-223, Deen Dayal Marg,
New Delhi – 110 002

CORPORATE OFFICE

60, Khatau Building, Gr. Floor,
Alkesh Dinesh Modi Marg, Fort,
Mumbai – 400 001
Tel. No. : 022 – 2261 8264 / 8635
Fax: 022 – 22630434

BOARD OF DIRECTORS

Mr. Shripal Shah (Executive Director)
Mr. Shreyas Shah (Executive Director)
Mr. Ram Gaud (Independent Director)
Mr. Darshit Parikh (Independent Director)
Mrs. Tejal Vala (Independent Director)

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Malcolm Mascarenhas

AUDITORS

M/s Thakur, Vaidyanath Aiyar & Co.
Chartered Accountants
212, Deendayal Upadhyay Marg,
New Delhi – 110 002

BANKERS

State Bank of India
HDFC Bank

SHARE TRANSFER AGENT

Adroit Corporate Services Pvt. Ltd.
19/20, Jafferboy Industrial Estate
1st Floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai – 400 059

CORPORATE IDENTITY NUMBER

L74899DL1994PLC059009

EMAIL ID

info@afsl.co.in

WEBSITE

www.afsl.co.in

NOTICE OF THE 20th ANNUAL GENERAL MEETING OF ARYAMAN FINANCIAL SERVICES LIMITED

NOTICE is hereby given that the 20th Annual General Meeting of the Members of Aryaman Financial Services Limited will be held on Thursday, September 25, 2014 at 12.00 Noon at Jawaharlal Nehru National Youth Centre, 219, Deen Dayal Upadhyaya Marg, New Delhi – 110 002 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the audited financial statements of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2014.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution for re-appointment of Mr. Shreyas Shah as an Ordinary Resolution:

“RESOLVED THAT Mr. Shreyas Shah, (DIN: 01835575) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company.”

3. To consider and if thought fit, to pass with or without modification(s), the following resolution for re-appointment of the Statutory Auditors as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 as may be applicable, as amended from time to time, M/s. Thakur Vaidyanath Aiyar & Co., Chartered Accountants, Mumbai; bearing Registration number 000038N, be and is hereby re-appointed as the Statutory Auditor of the Company to hold office for a period of three years from the conclusion of this Annual General Meeting (AGM), subject to the ratification at every Annual General Meeting, at such remuneration plus out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the said Companies Act, 2013, as amended from time to time, Mr. Ram Gaud (DIN 02759052), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as the Independent Director of the Company to hold office for a term of five consecutive years upto March 2019, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Companies Act, 2013, as amended from time to time, Mr. Darshit Parikh (DIN 03492803), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as the Independent Director of the Company to hold office for a term of five consecutive years upto March 2019, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Companies Act, 2013, as amended from time to time, Mrs. Tejal Vala (DIN 05239882), a Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as the Independent Director of the Company to hold office for a term of five consecutive years upto March 2019, not liable to retire by rotation.”

7. To consider and if thought fit, with or without modification(s), the following Resolution as the Ordinary Resolution:

“RESOLVED THAT, pursuant to the provision of sections 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013 the approval of the members be is hereby accorded for the appointment of Mr. Shripal Shah as a Whole-time director of the Company for a period of five years from April 01, 2014 to March 31, 2019

1. Basic Salary: Not exceeding Rs. 12,00,000/- (Rupees Twelve Lacs only) per annum as may be decided by the Remuneration Committee and the Board of Directors from time to time.
2. Perquisites: shall be entitled for the following perquisites in addition of the salary mentioned herein above.
3. **Perquisites and Allowances:**
 - i. Housing: The Company shall provide unfurnished accommodation to Mr. Shah. If no accommodation is provided, House Rent Allowance not exceeding 50% of monthly basic salary or as per Rules of the company, whichever is more, shall be payable to him and he shall also be eligible for reimbursement of expenses / allowances for utilization of gas, electricity, water & the same shall be valued as per Income Tax Rule, 1962.
 - ii. Medical Allowances including reimbursement, as per rules of the company, subject to a maximum of Rs. 15,000/- (Rupees Fifteen Thousand) per annum.
 - iii. Free Telephone Facility at residence and use of Mobile phone for the business of the company.

4. **Other Benefits**

Mr. Shah shall also be eligible to the following benefits in addition to the above perquisites, which shall not be included in the computation of the ceiling on remuneration as specified hereinabove:

- i. Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

“RESOLVED FURTHER THAT the total remuneration payable to Mr. Shripal Shah, Whole-time Director, including all the above shall not exceed the limit of Rs. 42,00,000 (Rupees Forty Two Lacs only) per annum as provided under the provisions of the Companies Act, 2013 unless otherwise approved by the Central Government.”

“RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the period of his appointment as Whole-time Director, the Company shall pay to Mr. Shripal Shah the above remuneration as the Minimum remuneration subject to the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.”

“RESOLVED FURTHER THAT the terms and conditions of Mr. Shripal Shah’s appointment as the Whole-time Director and payment of his remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendment made hereinafter in this regard.”

“RESOLVED FURTHER THAT for the purpose of giving effect to revision of remuneration resolved hereinbefore, any one of the Directors of the Company or the Company Secretary be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary or desirable for such purpose.”

Registered Office

C/o Thakur Research Foundation,
221-223, Deen Dayal Marg,
New Delhi – 110 002
CIN: L74899DL1994PLC059009
Website: www.afsl.co.in
E-mail: info@afsl.co.in

By Order of the Board
For Aryaman Financial Services Limited

Sd/-
Malcolm Mascarenhas
(Company Secretary & Compliance Officer)

Date: August 13, 2014
Place: Mumbai

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. Voting through electronic means:

In compliance with the provision of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

Instructions for e-voting are as under:

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on “Shareholders” tab.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

For Members holding shares in Demat Form and Physical Form	
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then reach directly 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN of Aryaman Financial Services Limited.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on September 15, 2014 (10.00 a.m) and ends on September 16, 2014 (6.00 p.m)

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on August 15, 2014 the cut-off date (record date) , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
3. The relative Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of Item No. 4, 5, 6 and 7 of the Notice as set out above, is annexed hereto.
 4. Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 11, 2014 to Thursday, September 25, 2014 (both days inclusive).
 5. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least seven days before the date of the meetings so that the information required may be made available at the meeting.
 6. Members/Proxies are requested to bring to the meeting the Attendance slip duly filled in along with their copy in this Annual Report.
 7. The Company's Shares are listed on the BSE Limited, Delhi Stock Exchange Limited and Ahmedabad Stock Exchange Limited.
 8. The Transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 125 of the Companies Act, 2013, during the current Financial Year is not applicable.
 9. The Details of the Directors appointed/re-appointed during the year is provided herewith as a part of Corporate Governance Report as required by Clause 49 of the Listing Agreement.

The Directors seeking appointment / re-appointment do not hold any shares in the Company, except our Non Executive Independent Director Mr. Ram Gaud.

10. Shareholders, who are still holding physical share certificate, are advised to dematerialize their shareholding to avail benefit of dematerialization, eliminate all risks associated with physical shares and for ease in portfolio management.

11. GREEN INITIATIVE

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' initiated by the Ministry of Corporate Affairs, Government of India (MCA), by its recent circulars, enabling electronic delivery of documents including the annual report, quarterly, half yearly results to shareholders at their e-mail address previously registered with the depository participants (DPs)/company/registrars and share transfer agents.

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses to help us in the endeavour to save trees and protect the planet. Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar, Adroit Corporate Services Pvt. Ltd, by sending a letter, duly signed by the first/sole holder quoting details of folio no.

12. All queries relating to Share Transfer and allied subjects should be addressed to:

Adroit Corporate Services Private Limited

19/20, Jaferbhoy Industrial Estate,
Makwana Road, Marol Naka,
Andheri (East), Mumbai-400 059

Annexure to Notice

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

ITEM NO. 4 to 6

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Ram Gaud, Mr. Darshit Parikh & Mrs. Tejal Vala, as Independent Directors at various times, in compliance with the requirements of the clause.

The Nomination & Remuneration Committee has recommended the appointment of these directors as Independent Directors for period of five consecutive year's upto March 2019.

Mr. Ram Gaud, Mr. Darshit Parikh & Mrs. Tejal Vala, Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as Independent Director and they are independent of the management. The Independent Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of each of Mr. Ram Gaud, Mr. Darshit Parikh and Mrs. Tejal Vala for the office of the Directors of the Company

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

A brief profile of the Independent Directors to be appointed is given below:

❖ Mr. Ram Gaud

Mr. Ram Gaud holds a Bachelors degree in Commerce from University of Mumbai and is also a Fellow Member of the Institute of Company Secretaries of India. He has 12 years of experience in Company Secretarial Services.

Other Directorship:

- Uttam Exports Pvt. Ltd.
- Aryaman Capital Markets Ltd.
- Paritosa Properties Pvt. Ltd.
- Evergreen Tradeplace Pvt. Ltd.

❖ Mr. Darshit Parikh

Mr. Darshit Parikh is a Commerce graduate from University of Mumbai. He is an Associate Member of the Institute of Company Secretaries of India and has completed his Bachelors of Law from University of Mumbai. He has 6 years of experience in capital markets.

Other Directorship:

- ADS Corpconsultants Pvt. Ltd.

❖ Mrs. Tejal Vala

Mrs. Tejal Vala holds a Masters degree in Commerce from the University of Mumbai. She has 2 years of teaching experience in Commerce stream.

Other Directorship:

Mrs. Tejal Vala does not hold directorship in any other company except our company - Aryaman Financial Services Limited

Mr. Ram Gaud, Mr. Darshit Parikh and Mrs. Tejal Vala and their relatives are interested in the resolutions set out respectively at item Nos. 4 to 6 of the Notice with regard to their respective appointments.

Save and except the above, none of the Directors, Key Managerial Personnel or their relatives are interested in the aforementioned resolutions except and to the extent of their shareholding.

ITEM NO. 7

Mr. Shripal Shah, Director of the Company was appointed as Whole-time Director for the period of five years, commencing from April 01, 2014 to March 31, 2019 on the terms and condition as prescribed in the Ordinary Resolution No. 7

None of the Directors, Key Managerial Personnel or their relatives are interested in the aforementioned resolution except and to the extent of their shareholding.

Registered Office

C/o Thakur Research Foundation,
221-223, Deen Dayal Marg,
New Delhi – 110 002

CIN: L74899DL1994PLC059009

Website: www.afsl.co.in

E-mail: info@afsl.co.in

By Order of the Board
For Aryaman Financial Services Limited

Sd/-
Malcolm Mascarenhas
(Company Secretary & Compliance Officer)

Date: August 13, 2014

Place: Mumbai