



ARMAN HOLDINGS LIMITED

**31st Annual Report
2012-13**





ARMAN HOLDINGS LIMITED

BOARD OF DIRECTORS : Mr. R.D.Jain Director
Mr. Deepak Kumar Babel Director
Mr. Jitendra Kumar Jain Director

REGISTERED OFFICE : 4/132, Kichripur, Mayur Vihar,
New Delhi -110091
Email: armanholdingsltd@gmail.com

AUDITORS : M/s. Anmol Rana & Associates
Chartered Accountants
Delhi

BANKERS : HDFC Bank Ltd.
IDBI Bank Ltd.



NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of Arman Holdings Limited will be held on Monday, 30th September, 2013 at 10:00 A.M. at No. 4/132, Kichripur, Mayur Vihar, New Delhi - 110091 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as on 31st March, 2013 and the Profit & Loss Account of the Company for the year ended on that date and Auditors' Report thereon.
2. To appoint M/s. Anmol Rana & Associates (Firm Registration No. 015666C) as the Statutory Auditors, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, the approval of the shareholders be and is hereby accorded to the Company for commencement of new business as specified in the sub-clauses 26 and 27 of Clause III-C (Other Objects) of the Memorandum of Association of the Company.

26. To organize, run, maintain, operate, promote the business of interior decorators, furniture and carpet designers and manufacturers, boutiques, fashion centres, fashionshows and to make, acquire, deal, in any way, in handicrafts, objects of art, precious stone, jewellery whether artificial or otherwise, and articles wherein precious metals or precious stones may be used in textiles fabrics, and to manufacture and deal in any products as are dealt in by boutiques, fashionshows and interior decorators.



27. To do the business of exporting, importing, wholesaling, exhibiting, using, manipulating, distribution of, dealing in, buying and selling and otherwise dealing in Chemicals, textiles, paper, oil, cement, plastics, automobile, Jute, Tea, Sugar, Steel, ferrous & non-ferrous metals, electronic and electronic goods, real estate, machineries and accessories, goods and handicrafts and all other sorts of merchandises and to carry on in any mode, the business of store keepers in all its branches, and in particulars to buy, sell and deal in goods, stores, consumable articles, chattles and effect of all kinds both wholesale and retail.


“RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorised to file necessary documents and Forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

4. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

“RESOLVED THAT Mr. Deepak Kumar Babel, who was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956, and hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company subject to retirement by rotation under the Articles of Association of the Company.”

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

“RESOLVED THAT Mr. Jitendra Kumar Jain, who was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 and hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company subject to retirement by rotation under the Articles of Association of the Company.”

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

“RESOLVED THAT pursuant to provision of sections 16, 94 and other applicable provisions, if any, of the Companies Act, 1956, (the Act) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Authorized Share Capital of the company be and is hereby increased from Rs. 25,00,000 (Rupees Twenty Five Lacs) divided into 2,50,000 (Two Lacs Fifty Thousand) equity shares of Rs.10/- each to Rs.5,25,00,000 (Rupees Five Crores Twenty Five Lacs) divided into 52,50,000 (Fifty Two Lacs Fifty Thousand) of Rs.10/- each by creation of an additional 50,00,000 (Fifty Lacs) equity shares of Rs.10/- each ranking pari passu with the existing equity shares and consequently the existing clause V of the Memorandum of Association of the Company be altered accordingly.”

“The Authorized Share capital of the Company is Rs. 5,25,00,000 (Rupees Five Crores Twenty Five Lacs) divided into 52,50,000 (Fifty Two Lacs Fifty Thousand) of Rs.10/- each.”

“RESERVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing article No. 3 of Articles of Association of the Company be and is hereby altered by substituting the following new Article No. 3 in its place.”

“The Authorized Share capital of the Company is Rs. 5,25,00,000 (Rupees Five Crores Twenty Five Lacs) divided into 52,50,000 (Fifty Two Lacs Fifty Thousand) of Rs.10/- each.”

“RESERVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution.”



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

“RESOLVED THAT pursuant to the provisions of Section 81, 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications, amendments or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association and Memorandum of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the Company’s Equity share are listed and such rules, guidelines and regulations if any, as may be prescribed by Securities and Exchange Board of India (SEBI) including the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 (including any statutory amendment(s), modification(s), and/or re-enactment(s) thereof for the time being in force), Reserve Bank of India (RBI) and all other concerned and relevant authorities to the extent applicable, from time to time and subject to such approvals, consents, permissions and sanctions of the Government of India(GOI), SEBI, RBI and all other appropriate authorities, financial institutions, banks and subject to such conditions and modification as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions which the Board of Directors of the Company (hereinafter referred to as “the Board’ which expression shall be deemed to include person(s) authorized or any Committee(S) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution) is hereby authorized on behalf of the company to accept; to create, issue, offer or allot, up to maximum of 50,00,000 (Fifty Lacs Only) equity shares of face value of Rs. 10/- each at a premium of Rs. 3/- per share aggregating to Rs. 13/- per equity share in one or more tranches on private / preferential placement basis, being the price which is in accordance with the guidelines for Preferential Issues contained in Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as SEBI (ICDR) Regulations, 2009) and in such a manner and on such terms and conditions as may be determined by the Board in its absolute discretion provided that the price of the Equity Shares so issued shall not be less than such amount as would be determined under the Preferential Issue Guidelines as amended from time to time to the following parties.”

PROPOSED ALLOTTEES:

Sl. No.	Name of Promoter Entities	No. of Equity Shares proposed to be issued
1.	SANGEETA JAIN	240000
2.	MANASVINI TRADING (P) LTD.	1000000
	Name of Non-Promoter Entities	
3	SALASAR ADVERTISING (P) LTD	460000
4	VARIGATE ADVISORY SERVICES (P) LTD	250000
5	SANJAY OTAWAT	250000
6	KIRIT DAMJI GADA	108000
7	SUNITA KIRIT GADA	77000
8	ARYA KIRIT GADA	38500
9	ARUN DAMJI GADA	108000
10	MEENA ARUN GADA	77000
11	PARSHWA ARUN GADA	38500
12	KALPESH DAMJI GADA	108000
13	SAPNA KALPESH GADA	77000
14	KHUSBOO KALPESH GADA	38500
15	KARAN KALPESH GADA	38500
16	GEETHAN DAMJI GADA	108000
17	PUSPA GEETAN GADA	77000
18	SIDDHANT GEETAN GADA	38500
19	ANITA PRAKASH SHAH	45000
20	SANGEETA RAJU SHAH	45000
21	RESHAM MAHENDRA SHAH	50000
22	PINKI PARESH SHAH	50000
23	MAHENDRA MANOHARMAL SHAH	19000
24	PARESH MANOHARMAL SHAH	18000
25	PRAKASH MANOHARMAL SHAH	18000
26	TANVI PRAKASH SHAH	12500
27	LALCHAND M MEHTA	240000
28	SUSHILA L MEHTA	240000
29	RAVI L MEHTA	120000
30	REKHA JAIN	120000
31	KANE RUSH SECURITIES (P) LTD	440000
32	OPPORTUNE EXIM (P) LTD	450000
	Total	5000000



“RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid equity shares shall be made at such time or times as the Board of Directors may in its absolute discretion decide subject to the compliance with applicable laws of India alongwith such terms and conditions, as the Board consider fit subject to the following:

1. The equity shares to be offered and allotted shall be subject to the provisions of Memorandum and Articles of Association of the Company in all respects.
2. The Relevant Date within the meaning of the Explanation of Regulation 71 of Chapter VII of SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009 is 31/08/2013.
3. The Equity Shares shall rank pari passu with the then existing Equity Shares of the Company in all respects.
4. Lock-in requirements in specified securities shall be followed within the meaning of Regulation 78 of the Chapter VII of SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009.”

“RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to reduce, change or modify the number of equity shares to be issued, to finalize and modify the terms and conditions, quantum, pricing, timings and all other matters relating to the issue and allotment of the aforesaid preferential issue of equity shares, to agree to such conditions or modifications that may be imposed, required or suggested by the Securities & Exchange Board of India (the SEBI), Stock Exchange(s) / Reserve Bank of India (RBI) or other authorities, or that may otherwise be deemed fit or proper by the Board without being required to seek any further consent or approval of the Company in General Meeting and to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may determine in its absolute discretion and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to this Resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the equity shares of the company, as in the absolute discretion deem fit and proper.”



“RESOLVED FURTHER THAT the Board of Directors be and is hereby entitled to enter into and execute all such arrangements / agreements with any person or persons and all such agencies as may be involved or concerned in allotment and issuance of equity shares contemplated above.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorized to delegate all or any of the powers, herein conferred to any Committee of Directors of the Company to give effect to the aforementioned resolution.”

By Order of the Board
For Arman Holdings Limited

Place : Delhi
Date : 30/08/2013

(Deepak Kumar Babel)
Director



NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company.
2. Proxies in order to be effective must be received at the Company's Registered Office at 4/132, Kichripur, Mayur Vihar, New Delhi - 110091 not less than 48 hours before the time fixed for the meeting.
3. Information under clause 49 of the listing agreement(s) regarding appointment/re-appointment of Directors and explanatory statement pursuant to Section 173 of the Companies Act, 1956, in respect of Special Business is annexed hereto.
4. Pursuant to Section 154 of the Companies Act, 1956, the Register of Members and the Share Transfer Books of the Company shall remain closed from 24/09/2013 to 30/09/2013 (both days inclusive).
5. Members are requested to kindly notify immediately change if any in their address to the Company.
6. All documents referred to in the above Notice and accompany explanatory statements are open for inspection at the Registered Office of the Company on all working days (except Saturday, Sunday and holidays) between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting.
7. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Director of the Company so as to reach at least seven days before the date of the meeting, so that the information required may be made available at the meeting to the best extent possible.
8. The annual listing fees of all the stock exchange where Company's shares are listed for the year 2013-14 have been paid.