

ARMAN HOLDINGS LIMITED

CIN No.: L65993GJ1982PLC082961

34th Annual Report

2015-16

ARMAN HOLDINGS LIMITED

CIN No.: L65993GJ1982PLC082961

BOARD OF DIRECTORS	:	Mr. Deepak K Babel Mrs. Priyadarshani Babel Mr. Jitendra K Jain Mr. Suresh M Suthar	Managing Director Non-Executive Director Independent Director Independent Director
COMPANY SECRETARY AND COMPLIANCE OFFICER	:	Mr. Altamish (w.e.f. 8/04/2016)	
CHIEF FINANCE OFFICER	:	Mr. Ayush Jain	
REGISTERED OFFICE	:	419, Rajhans Heights, Mini Bazar, Varachha Road, Surat- 395006, Gujarat, India. Email: armanholdingsltd@gmail.com Website : www.armanholdings.in	
AUDITORS	:	M/s. Anmol Rana & Associates Chartered Accountants New Delhi	
BANKERS	:	IDBI Bank Limited	
REGISTRAR & TRANSFER AGENT	:	Adroit Corporate Service Pvt. Ltd. 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059, Maharashtra, India Phone: 022 -4227 0400 /2589 6060/2859 4060 Fax: 022 - 28503748 Email: adroits@vsnl.net Website: www.adroitcorporates.com	

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of members of Arman Holdings Limited will be held on Thursday, September 29, 2016 at 10:00 A.M. at 419, Rajhans Heights, Mini Bazar, Varachha Road, Surat- 395006, Gujarat, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended as on 31st March, 2016 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Priyadarshani Babel (DIN 06941999), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s. Anmol Rana & Associates, Chartered Accountant, as Statutory Auditors of the Company and in this regards to consider and, if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

"RESOLVED that pursuant to the provisions of Section 139 and section 142 and all other applicable provisions of the Companies Act, 2013 and Rules framed there under, as amended from time to time, and pursuant to recommendation of Audit Committee of Directors and of Board of Directors and pursuant to resolution passed by the members at the 33rd Annual General Meeting held on September 28, 2015, the appointment of M/s. Anmol Rana & Associates, Chartered Accountants (Firm Registration No. 015666C), as Auditors of the company to hold office till the conclusion of the 37th Annual General Meeting (AGM) of the Company to be held in calendar year 2019, be and hereby ratified and the Board of Directors be and hereby authorised to fix the remuneration payable to them for the financial year ended as on 31st March, 2017 as may be determined by the Audit Committee in consultation with the Auditors."

4. Appointment of Mr. Pradeep Kumar Jain as an Independent Director of the Company

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Pradeepkumar Jain (DIN -07284354), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from November 5, 2015 up to November 4, 2020."

By Order of the Board
For Arman Holdings Limited

Place: Surat
Date: August 30, 2016

Altamaish
Company Secretary

Registered Office:
419, Rajhans Heights,
Mini Bazar, Varachha Road,
Surat- 395006, Gujarat, India

NOTES:

1. A member entitled to attend and vote 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. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
2. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who holds shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who holds share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership in the Meeting.
6. The Register of Members and Share Transfer Books shall remain closed from 23/09/2016 to 29/09/2016 (Both days inclusive).
7. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. along with their copy of Annual Report to the Meeting.
8. Members are requested to kindly notify immediately change, if any, in their address to the Company.
9. Profile(s) of the Director(s) seeking appointment / re-appointment, as required under regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.
10. Electronic copy of the Annual Report, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
11. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
12. Members may also note that the Annual Report for FY 2015-16 will also be available on the Company's website www.armanholdings.in
13. Members who wish to obtain information concerning the accounts of the Company and other matters may send their queries at least 10 days before the date of Meeting, to the Company Secretary, at the registered office of the Company.
14. Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in Demat / Electronic form, the nomination form may be filed with the respective Depository Participant.
15. **Voting through electronic means:**

The Company is pleased to offer E-Voting facility under Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for its Members to enable them to cast their votes electronically with the help of Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the meeting. Further, the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. Conversely, Members attending the meeting who have not cast their vote by remote e-voting shall be entitled to exercise their right at the meeting through the voting facility made available at the venue of the annual general meeting.

The procedure and instructions for the same are as follows:

- (i) The remote e-voting period begins on Monday, September 26, 2016 (9.00A.M.) and ends on Wednesday, September 28, 2016 (5.00 P.M.). 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. Thursday, September 22, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. Thursday, September 22, 2016, may obtain the login ID and password by sending a request at investors@armanholdings.in
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab and select the Company's name from the drop down menu and click on "SUBMIT".
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are holding shares in physical form or first time user in case holding shares in demat form, follow the steps given below:

For Members holding shares in Physical Form and Demat 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 8 digits of the sequence number* in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 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.
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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

*** Sequence number shall be as per separate sheet attached with the Annual Report.**

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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, provide 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.

EVSN (E-voting Sequence Number)	USER ID (16 Digit Demat Account/ Folio No. of members holding shares in physical mode)	PASSWORD (as per point (vi) to (ix) of e-voting instructions)
XXXXXXXX		

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name (**Arman Holdings Limited**) on which you choose to vote.
- (xii) 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 Resolution.
- (xiii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non –Individuals shareholders and Custodians**

Non –Individuals shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- 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 a compliance user should be created using the admin login and password .The Compliance user would be able to link the account (s) for which they wish to vote on.
 - 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.
- (xix) 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.

In case of Members receiving the physical copy:

- Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- The voting period begins on Monday, September 26, 2016 (9.00A.M.) and ends on Wednesday, September 28, 2016 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 Thursday, September 22, 2016 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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'.
- Members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer, Mr. Veenit Pal, Prop : Veenit Pal & Associates, Practicing Company Secretaries C/o. Arman Holdings Limited, 419, Rajhans Heights, Mini Bazar, Varachha Road, Surat- 395006, so as to reach by 5.00 P.M. on 28th September 2016. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
- In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, September 22, 2016.

For conducting this e-voting activity in a fair and transparent manner, the Board of Directors has appointed Mr. Veenit Pal, Prop : Veenit Pal & Associates; Practicing Company Secretaries as Scrutinizer (including the ballot forms).

The Scrutinizer shall immediately after conclusion of voting at the Annual general meeting first count the votes cast at the meeting and thereafter, unblock the votes in presence of at least two witnesses not in employment of the Company and makes a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.armanholdings.in and on the website of CDSL and will be communicated to BSE Limited.

By Order of the Board
For **Arman Holdings Limited**

Date: August 30, 2016
Place: Surat

Altamaish
Company Secretary

Registered Office:
419, Rajhans Heights,
Mini Bazar, Varachha Road,
Surat- 395006, Gujarat, India

ANNEXURE TO THE NOTICE

Item No.2: Appointment / Re appointment of Director:

Details as stipulated under regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment is furnished below:

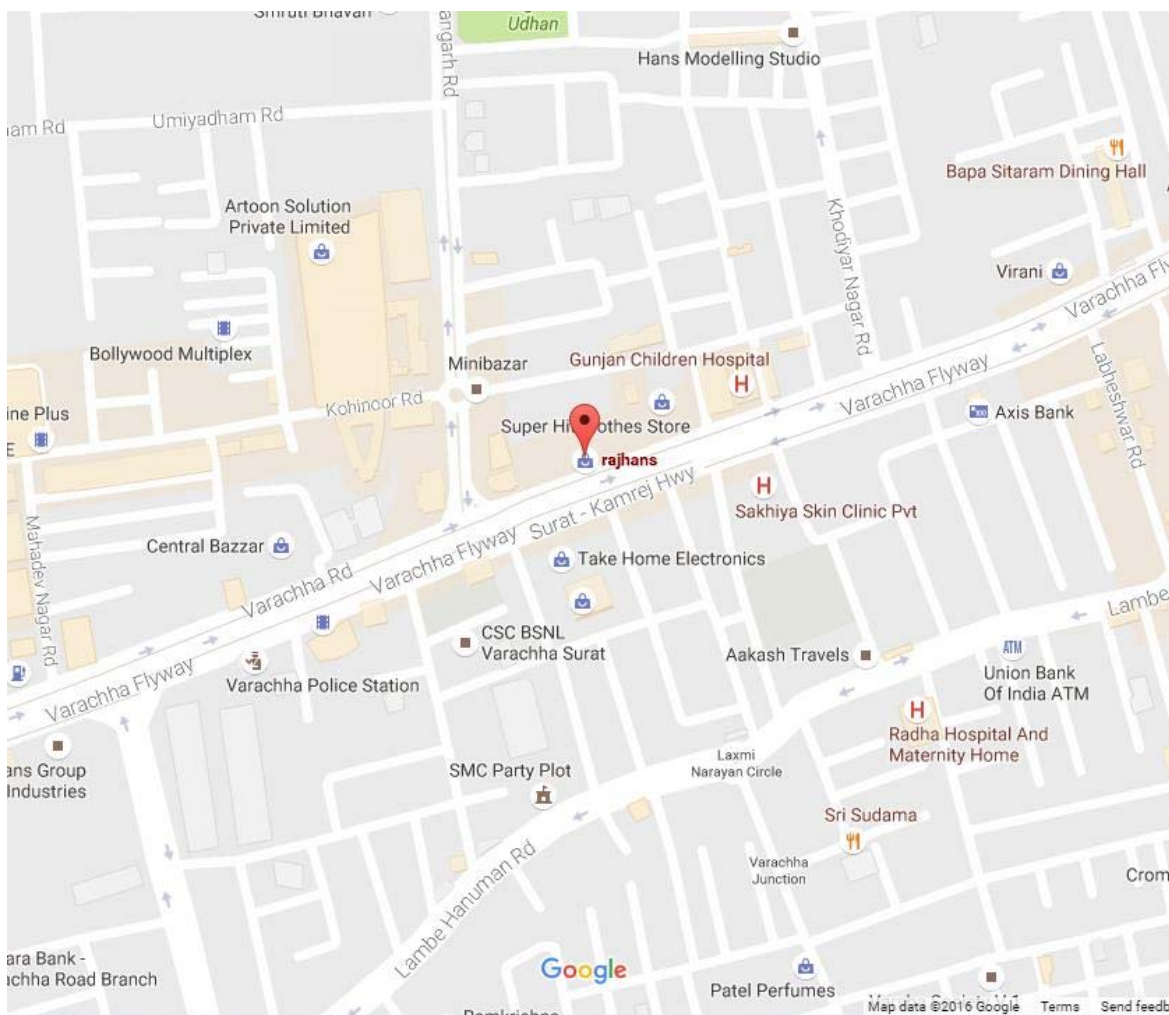
Name of the Director	Mrs. Priyadarshani Babel
Date of Birth	14/05/1988
Date of Appointment	12/08/2014
Qualifications	MA
Directorships held in other companies	Nil
Memberships/ Chairmanships of Committees across Public Companies	Nil
Expertise in specific functional areas	Marketing, administration, advisory field
Shares Held in the Company	4850

Item No.4: Appointment / Re appointment of Director:

Details as stipulated under regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment is furnished below:

Name of the Director	Mr. Pradeep Kumar Jain
Date of Birth	2/07/1982
Date of Appointment	5/11/2015
Qualifications	Graduate
Directorships held in other companies	Nil
Memberships/ Chairmanships of Committees across Public Companies	Nil
Expertise in specific functional areas	Business development and marketing
Shares Held in the Company	Nil

ROUTE MAP OF THE VENUE OF AGM



DIRECTOR'S REPORT TO THE SHAREHOLDERS

Dear Shareholders,

Your Directors have pleasure in presenting 34th Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2016. The Financial highlights for the year under review are given below:

FINANCIAL RESULTS

(Amount in Rs. in Lakhs)		
Particulars	31 st March, 2016	31 st March, 2015
Total Revenue	379.04	94.60
Profit before Tax	2.54	2.99
Less – Tax	1.12	1.24
Profit after Tax	1.42	1.75
Balance as per last Balance Sheet	8.50	6.76
Balance carried to Balance Sheet	9.93	8.50

PERFORMANCE

The Total Income for the financial year under review increased to Rs. 379.04 Lakhs against Rs. 94.60 Lakhs during previous year whereas the Profit after Tax generated by the company during the year under review is Rs. 1.42 Lakhs as compared to profit of Rs. 1.75 Lakhs during the previous year. However, the company is working hard to increase the profitability in the forthcoming years.

DIVIDEND

Due of lower profit and requirement of funds for the existing business activities, your Directors do not propose any dividend for the financial year 2015 – 2016 (Previous year – Nil Dividend).

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business of the Company during the year under review.

OUTLOOK

The Company expects to perform reasonably well subject to prevailing market conditions and fluctuations in exchange rate.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Jitendra Kumar Jain, Director of your Company has resigned from Board of the Company w.e.f. November 5, 2015 due to his pre-occupation. The Board hereby places on record its sincere appreciation for valuable guidance and meaningful contribution made by Mr. Jitendra Kumar Jain as Director of the Company. Mr. Pradeepkumar Jain was appointed as Independent Director of the company w.e.f. November 5, 2015. Mrs. Priyadarshani Babel who retires by rotation and being eligible offers herself for re-appointment. The Board recommends her re-appointment and appointment of Mr. Pradeepkumar Jain

During the year, the Non executive Director and Independent Director of the company does not had any material pecuniary relationship or transaction with company.

The Notice convening the Annual General Meeting includes the proposals for appointment / re-appointment of the Directors. Brief resumes of the Directors proposed to be appointed / re-appointed have been provided as an Annexure to the Notice convening the Annual General Meeting.

DECLARATION BY INDEPENDENT DIRECTOR(S)

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence prescribed under the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

FORMAL ANNUAL PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and regulation 17 (10) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of Independent Directors, Board, Committees and other individual Directors, process of evaluation was followed as per the Policy laid down in this regard. The manner in which the evaluation has been carried out has been explained in the Report on Corporate Governance.

NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection of Directors, determining Directors independence and payment of remuneration to Directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Policy is stated in the Report on Corporate Governance in this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

The Company has not adopted any Corporate Social Responsibility Initiatives as the said provisions are not applicable

COMPANY SECRETARY

Mr. Amit Kumar, Company Secretary cum Compliance Officer of the Company resigned due to his pre-occupation w.e.f. April 8, 2016. Now, Mr. Altamish, Member of Institute of Company Secretaries of India has been appointed as Company Secretary cum Compliance Officer of the Company pursuant to Section 203 and other applicable provisions of the Companies Act, 2013 w.e.f. April 8, 2016.

CHIEF FINANCE OFFICER

Pursuant to provisions of Section 197 and section 203 and all applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Ayush Jain, has been appointed as Chief Finance Officer of the Company pursuant to Section 203 and other applicable provisions of the Companies Act, 2013 w.e.f. August 12, 2015.

INTERNAL AUDITOR

The Board has appointed M/s Anurag R Gupta & Associates, Chartered Accountants as Internal Auditors of the Company for Financial Year 2015-2016 under provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 as recommended by Audit Committee.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return for the Financial Year ended on 31st March, 2016, as required by Section 92(3) of the Companies Act, 2013, is annexed as **Annexure 1**.

NO. OF BOARD MEETINGS

During the year the Board of Directors met 7 times. The details of Board Meetings are provided in the Corporate Governance Report section of this Annual Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013 are given in the Notes forming part of the Financial Statements for the year ended 31st March, 2016.

RELATED PARTY TRANSACTIONS

During the Financial Year 2015-16, there were no related party transactions entered by our company.

Particulars of arrangements with related parties as referred to in Section 188(1) of the Companies Act, 2013 for the Financial Year 2015-16 are given in prescribed Form AOC - 2, which is annexed as **Annexure 2**.

The policy on Related Party Transactions as recommended by Audit Committee and as approved by the Board is uploaded on the Company's Website www.armanholdings.in

AUDITORS' REPORT

There are no qualifications, reservations, adverse remarks or disclaimers made in the Auditors' Report on the Financial Statements of the Company for the Financial Year ended 31st March, 2016.

At the 32nd Annual General Meeting of the Company, the Members have appointed M/s. Anmol Rana & Associates, Chartered Accountants, New Delhi as the Auditors of the Company for a period of 5 years upto the conclusion of 37th Annual General Meeting, subject to ratification by shareholders at every Annual General Meeting.

The Board recommends ratification of the appointment of M/s. Anmol Rana & Associates, Chartered Accountants, New Delhi as the Auditors of the Company at the ensuing Annual General Meeting.

SUBSIDIARIES AND JOINT VENTURES

The Company has no Subsidiaries and Joint Venture Companies.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism for Directors & employees. The details of the policy are posted on the Company's Website www.armanholdings.in

SECRETARIAL AUDIT REPORT

Pursuant to Section 204 of the Companies Act, 2013, the Secretarial Audit Report for the year ended 31st March, 2016 given by M/s. R.S.Mittal & Co, Practicing Company Secretaries, is annexed as **Annexure 3**

RISK MANAGEMENT

The Board of Directors have framed and regularly implement and monitor risk management plan of Company. Major risk identified by the business and function are systematically addressed through mitigating actions on a continuing basis.