

ARMAN HOLDINGS LIMITED

37th Annual Report

2018-19

ARMAN HOLDINGS LIMITED

Corporate Identity Number (CIN): L65993GJ1982PLC082961

BOARD OF DIRECTORS	:	Mr. Deepak K Babel Mrs. Priyadarshani Babel Mr. Pradeepkumar Jain Mr. Suresh M Suthar	Managing Director Non-Executive Director & Non-Independent Director Non-Executive Director & Independent Director Non-Executive Director & Independent Director
COMPANY SECRETARY AND COMPLIANCE OFFICER	:	Mr. Vishal Wason (wef 29/9/18)	
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	
STATUTORY AUDITORS	:	M/s. Anmol Rana & Associates Chartered Accountants	
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: support@adroitcorporate.com Website: www.adroitcorporates.com	

INDEX

<u>Particulars</u>	<u>Page No</u>
Notice to Members along with Attendance Slip & Proxy Form	2
Director's Report	11
Report on Corporate Governance	30
Management Discussion And Analysis Report	36
Independent Auditors Report	39
Statement of Balance Sheet	45
Statement of Profit & Loss Account	46
Statement of Cash flow	47
Schedules & Accounting Policies	48
General Share Holder Information	64

ARMAN HOLDINGS LIMITED

419, Rajhans Heights, Mini Bazar, Varachha Road, Surat– 395006, Gujarat, India.
Email: armanholdingsltd@gmail.com, Website : www.armanholdings.in
Corporate Identity Number (CIN) : L65993GJ1982PLC082961

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of members of Arman Holdings Limited will be held on Wednesday, September 25, 2019 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, 2019 and Reports of the Board of Directors and Auditors thereon.
2. To appoint the Statutory Auditors of the company and authorise the Board of Directors to fix their remuneration, and in that connection to consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED that** pursuant to the provisions of Section 139, 141 and section 142 and all other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to recommendation of Audit Committee of Directors and of Board of Directors, M/s. Anmol Rana & Associates, Chartered Accountants (Firm Registration No. 015666C), be and are hereby appointed as Statutory Auditors of the company for 5 years to hold office till the conclusion of the 42nd Annual General Meeting (AGM) of the Company to be held in calendar year 2024, on remuneration (including terms of payment) to be fixed by the Board of Directors, based on the recommendations of the Audit Committee.”

SPECIAL BUSINESS

3. **Re-appointment of Mrs. Priyadarshani Babel (DIN 06941999) as an Non-Executive Director and Non- Independent Director 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 149 and 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Priyadarshini Babel (DIN: 06941999), who was appointed as an Non-Executive Director and Non- Independent Director of the Company by the Board of Director on August 10, 2019, as per section 149 and 152 and any other applicable provisions of the Companies Act, 2013, be and is hereby re-appointed as Non-Executive Director and Non- Independent Director of the Company, whose office is liable to retire by rotation.

4. **To ratify the re- appointment of Mr. Suresh Mohanlal Suthar (DIN: 06862070) as an Independent and Non-Executive Director :**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Suresh Mohanlal Suthar (DIN:06862070), Independent and Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed subject to ratification by members at general meeting, as an Independent Non-Executive Director of the Company to hold office for second term of three consecutive years with effect from April 5 , 2019 to April 4 , 2022 and whose office shall not be liable to retire by rotation”.

By Order of the Board
For Arman Holdings Limited

Place: Surat
Date: August 10, 2019

Vishal Wason
Company Secretary

Registered Office:
419, Rajhans Heights,
Mini Bazar, Varachha Road,
Surat– 395006, Gujarat, India
Email : armanholdingsltd@gmail.com

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 19/09/2019 to 25/09/2019 (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 2018-19 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 Saturday, September 21, 2019 (9.00A.M.) and ends on Tuesday, September 24, 2019 (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. Friday, September 20, 2019 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. Friday, September 20, 2019, 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)
XXXXXXXXXX		

- (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.
 - Shareholders can also cast their vote using CDSL’S mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store.
 - I Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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 Saturday, September 21, 2019 (9.00A.M.) and ends on Tuesday, September 24, 2019 (5.00 P.M.).

During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 20, 2019, 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.Saurabh R Jain of M/s Saurabh R Jain & Co, Practicing Chartered Accountants C/o. Arman Holdings Limited, 419, Rajhans Heights, Mini Bazar, Varachha Road, Surat– 395006, so as to reach by 5.00 P.M. on Tuesday, September 24, 2019. 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. Friday, September 20, 2019.

For conducting this e-voting activity in a fair and transparent manner, the Board of Directors has appointed Mr. Saurabh R Jain of M/s Saurabh R Jain & Co, Practicing Chartered Accountants 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**

Place: Surat
Date: August 10, 2019

Vishal Wason
Company Secretary

Registered Office:
419, Rajhans Heights,
Mini Bazar, Varachha Road,
Surat- 395006, Gujarat, India
Email : armanholdingsltd@gmail.com

EXPLANATORY STATEMENT EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ANNEXURE TO THE NOTICE****Item No 2: Appointment of Statutory Auditors**

M/s. Anmol Rana & Associates, Chartered Accountants (Firm Registration No. 015666C), were appointed for 5 years as the statutory auditor of the Company till the conclusion of 37th Annual General Meeting of the Company.

The Board of Directors of the Company had approved the recommendation of the Audit Committee and appointed M/s. Anmol Rana & Associates, Chartered Accountants as the Statutory Auditors of the Company for 5 years from 37th Annual General Meeting to hold office till the conclusion of the 42nd Annual General Meeting (AGM) of the Company to be held in calendar year 2024, subject to approval of members.

M/s. Anmol Rana & Associates, Chartered Accountants, have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013 and that they are not disqualified from being appointed as Statutory Auditors of the Company in terms of the applicable provisions of the Act and the Companies (Audit and Auditors) Rules, 2014.

There will be no material change in the proposed fees payable to M/s. Anmol Rana & Associates, Chartered Accountants, the new Statutory Auditors, from the fees paid to the outgoing Auditor. The Board of Directors of the Company shall determine the same based on recommendations of Audit Committee of the Board of Directors.

M/s. Anmol Rana & Associates is a Chartered Accountant firm since 2010 having 3 experienced partners. The firm has its office in Ambala Cantt and Delhi. The firm provides its services in the field of audit, taxation, bank audits, trust audit, GST, project report preparation, project finance, advisory, etc. The firm had done audit for Ministry of Defence, statutory audit of bank branches, concurrent audit of bank branches, revenue audit of bank branches, stock audit of bank borrowers, audit of trusts, public and private limited companies, etc. The firm is statutory auditor of the company since 2013.

The Board of Directors recommends the passing of the Ordinary Resolution for appointment of M/s. Anmol Rana & Associates, Chartered Accountants, as the Statutory Auditors of the Company for 5 years from 37th Annual General Meeting to hold office till the conclusion of the 42nd Annual General Meeting (AGM) of the Company to be held in calendar year 2024.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 2 of the Ordinary Business of this Notice

Item No 3& 4: Re appointment of Directors:

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	Mr. Suresh Mohanlal Suthar
Date of Birth	14/05/1988	15/03/1987
Date of Appointment	12/08/2014	8/4/2014
DIN	06941999	06862070
Qualifications	Masters of Arts	B.A.
Directorships held in other companies	Nil	Nil
Memberships/ Chairmanships of Committees across Public Companies	Nil	Nil
Expertise in specific functional areas	Marketing, administration, advisory field	Accounts, MIS, Budgeting, Business development, etc
Shares Held in the Company	4850	Nil

Mrs. Priyadarshani Babel whose term had expired on August 11, 2019 as Non-Executive Director and Non- Independent Director. The Board had approved her re-appointment at its meeting held on August 10, 2019 and recommends her re-appointment as Non-Executive Director and Non- Independent Director.

Mr Suresh Mohanlal Suthar whose term had expired on April 5, 2019 as Independent Director and Non-Executive Director has been re-appointed as Independent Director. On the recommendation of Nomination and Remuneration Committee, the Board had approved his re-appointment at its meeting held on April 5, 2019 and recommends his re-appointment as Independent Director and Non-Executive Director for a period of three years w.e.f. April 5, 2019.

The Board of Directors recommends the above resolutions for your approval by way of ordinary resolutions.

Except Mrs. Priyadarshini Babel who is wife of Mr. Deepak Kumar Babel. None of the directors or key managerial personnel of the company or their relatives are in any way, concerned or interested financially or otherwise in the resolution.

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

Place: Surat
Date: August 10, 2019

Vishal Wason
Company Secretary

Registered Office:
419, Rajhans Heights,
Mini Bazar, Varachha Road,
Surat- 395006, Gujarat, India
Email : armanholdingsltd@gmail.com

ROUTE MAP OF THE VENUE OF ANNUAL GENERAL MEETING