

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of Arohan Financial Services Limited (“the Company”) will be held at JW Marriott Hotel, 4A, J.B.S Haldane Avenue, Tangra, Kolkata-700105, West Bengal, on Wednesday, the 12th of February, 2020 at 4:30 P.M. to transact the following business:

SPECIAL BUSINESS:

1. Re-appointment of Mr. Rajat Mohan Nag as an Independent Non-Executive Director.

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as a Special Resolutions:

“**RESOLVED THAT** subject to receipt of any necessary statutory approvals from any statutory or regulatory authority and pursuant to the recommendation of the Board, in accordance with the Memorandum of Association and Articles of Association of the Company and in compliance with the applicable provisions of the Companies Act, the Master Directions and the SEBI Listing Regulations, **Mr. Rajat Mohan Nag (DIN: 07083831)**, who has signified his consent to act as Independent and Non- Executive Director of the Company, and submitted a declaration that he meets the criteria for appointment of an Independent Director under the Companies Act and such appointment fulfils the ‘fit and proper’ criteria under the Master Directions as confirmed by resolution by circulation of the Nomination and Remuneration Committee, and is otherwise eligible for re-appointment, and whose candidature has been proposed, be and is hereby re-appointed as an Independent Director of the Company with effect from January 31, 2020 for a period of five years. Whereas **Mr. Rajat Mohan Nag** shall be entitled to receive sitting fees for attending meetings of the Board or any Committees thereof, as may be determined by the Board from time to time.”

“**RESOLVED FURTHER THAT** the Board does hereby recommend the re-appointment of Mr. Rajat Mohan Nag as an Independent Director of the Company to the shareholders of the Company for their approval.”

“RESOLVED FURTHER THAT the Board took note of the consent letter, the declarations and the undertakings furnished by Mr. Rajat Mohan Nag and approves the execution of deed of covenant by the Company with Mr. Rajat Mohan Nag in terms of the Master Directions.”

“RESOLVED FURTHER THAT any Director, CFO and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such re-appointment.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any Director, CFO and the Company Secretary are, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

“RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any governmental or regulatory authority as may be required from time to time.”

Date: 18th January, 2020

Place: Mumbai

Anirudh Singh G Thakur
Company Secretary &
Compliance Officer

NOTES

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Pursuant to Section 20(2) of the Companies Act, 2013, read with Rule 35 of the Companies (Incorporation) Rules, 2014, each as amended, companies are permitted to send official documents to their shareholders electronically.
4. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the Company during office hours on all working days, except Saturdays, Sundays and public holidays, between 9:30 A.M. Indian Standard Time and 6:30 P.M. Indian Standard Time, up to the date of the Extra Ordinary General Meeting.

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

Item No. 1

TO RE-APPOINT MR. RAJAT MOHAN NAG (DIN 07083831) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF UP TO 5 YEARS

Mr. Rajat Mohan Nag is in the Board of the Company as an Independent Director since last five years, he has enlightened the Board and its various Sub Committee of the Board with his excellent knowledge and experience. Based on his performance the Nomination and Remuneration Committee of the Company have recommended his re-appointment for next five years. In the opinion of the Board, Mr. Rajat Mohan Nag fulfils the condition specified in the Act and the rules made thereunder and he is independent of the management. This was also approved by the Board by passing resolution by circulation.

The brief profile of Mr. Rajat Mohan Nag is given below:

Mr. Rajat Mohan Nag holds engineering degrees from the Indian Institute of Technology, Delhi and the University of Saskatchewan. He also has an MBA and an honorary doctorate from the University of Saskatchewan and an MS in Economics from the London School of Economics. He has approximately 30 years of experience in banking and finance. He is concurrently a Distinguished Fellow at India's National Council of Applied Economic Research and the Emerging Markets Forum. He also serves as Chair of the Act East Council of the Indian Chamber of Commerce. He was a visiting Professor at the Graduate School of Development Management of the Asian Institute of Management in Manila (2014-15) and currently is a Distinguished Professor at the Emerging Markets Institute at Beijing Normal University, as well as an Advisor and Board Member of several nonprofit organizations, including Action for Autism and Partnership for Transparency Fund. He was also the Managing Director General of the Asian Development Bank during 2006-2013.

The Board recommends the resolutions set out in item no. 1 of the Notice for your approval.

Except Mr. Nag, None of the directors or managers or key managerial personnel of the Company or the relatives thereof are interested in these resolutions.

Date: 18th January, 2020

Place: Mumbai

Anirudh Singh G Thakur
Company Secretary &
Compliance Officer

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

AROHAN FINANCIAL SERVICES LIMITED

CIN: U74140WB1991PLC053189

Reg. Office: PTI Building, 4th Floor, DP-9, Sector-V, Salt Lake Kolkata Parganas North WB 700091 IN.

Name of the members (s):.....

Registered address:.....

E-mail Id:.....

Folio No:

I/We, being the member (s) of shares of the AROHAN FINANCIAL SERVICES LIMITED., hereby appoint:

- 1).....ofhaving e-mail idor failing him
- 2).....ofhaving e-mail idor failing him
- 3).....ofhaving e-mail idor failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, 12th February 2020 at 4:30 P.M. at JW Marriott Hotel, 4A, J.B.S Haldane Avenue, Tangra, Kolkata-700105, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
<p><u>SPECIAL BUSINESS:</u></p> <p>1. To re-appoint Mr. Rajat Mohan Nag (DIN 07083831) as an Independent Director of the Company for a term of up to 5 years</p>		

Signed this..... day of..... 2019

.....
Signature of shareholder

<p>Affix Revenue Stamp</p>

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not to be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 % of the total share capital of the Company carrying voting rights. A member holding more than 10 % of the total share of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. ****This is only optional.** Please put a 'tick' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.

ATTENDANCE SLIP

AROHAN FINANCIAL SERVICES LIMITED

CIN: U74140WB1991PLC053189

Reg. Office: PTI Building, 4th Floor, DP-9, Sector-V, Salt Lake, Kolkata Parganas North
WB 700091 IN.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF
THE MEETING HALL.

Folio No:

No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER:

.....

.....

I hereby record my presence at the Extra Ordinary General Meeting of **AROHAN FINANCIAL SERVICES LIMITED** held on Wednesday, 12th February 2020 at 4:30 P.M. at JW Marriott Hotel, 4A, J.B.S Haldane Avenue, Tangra, Kolkata-700105.

Signature of Member / Proxy

Notes:

- (1) Members/ Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

Map of the EGM location:

