

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of Arohan Financial Services Limited (“Arohan” or “the Company”) will be held on Friday, the January 22, 2021 at 11 a.m. through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’) at **a shorter notice** to transact the following business:

SPECIAL BUSINESS:

1. **TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY & CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, and the rules enacted thereunder (to the extent applicable and including any amendments thereto or re-enactment thereof for the time being in force) and the articles of association of the Company, the consent of the Shareholders of the Company be and is hereby accorded to increase the authorised share capital of the Company from INR 1,124,533,200 consisting of 112,453,320 Equity Shares of INR 10 each to INR 1,600,000,000 consisting of 160,000,000 Equity Shares of INR 10 each, by creation of additional 47,546,680

Equity Shares of INR 10 each, ranking pari passu with the existing shares.”

“RESOLVED FURTHER THAT the existing Clause V of the memorandum of association of the Company, relating to share capital, be and is hereby altered by deleting the same and substituting in its place, the following as the new Clause V:

“V. The Authorised Share Capital of the Company is ₹ 1,600,000,000/- (Indian Rupees One Hundred and Sixty Crores Only) divided into 160,000,000 (Sixteen Crores Only) Equity Shares of ₹10/- (Indian Rupees Ten) each, with power to Board to increase or reduce from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Managing Director, the Chief Financial Officer and the Company Secretary are severally, on behalf of the Company, be and are hereby authorized to negotiate and finalize the terms and conditions for and on behalf of the Company, to sign, execute, amend, deliver and terminate any engagement letters and all such agreements, documents, deeds or instruments as may be required in this regard, as well as amendments or supplements thereto and to do all such acts, deeds, matters and things as it may, in its 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 it may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as it 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 or caused to be 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 or caused to be 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.”

2. TO TAKE APPROVAL FOR INITIAL PUBLIC OFFER AND THE ISSUANCE OF EQUITY SHARES IN THE INITIAL PUBLIC OFFER

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

“RESOLVED THAT in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, in accordance with the equity listing agreements to be entered into between the Company and the Stock Exchanges, and in accordance with the applicable provisions of the Companies Act and the applicable rules made thereunder, each as amended, and subject to and in accordance with any other Applicable Law, and subject to any required approvals, consents, permissions and/or sanctions of the GoI, the SEBI, the RoC, the RBI and any other appropriate regulatory

authority and department and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board, the consent, authority and approval of the shareholders of the Company is hereby granted to create, issue and allot in the Offer, such number of Equity Shares, by way of a Fresh Issue of Equity Shares, in such manner and during such period, to such person or persons as may be permitted by and in accordance with Applicable Laws, who may or may not be shareholders of the Company as the Board may decide, including to one or more of the members of the Company, eligible employees of the Company (whether through any Reservation, or otherwise), Hindu undivided families, anchor investors, if any, qualified institutional buyers as defined under regulation 2(ss) of the SEBI (ICDR) Regulations, foreign portfolio investors, registered foreign venture capital investors, venture capital funds, registered alternate investment funds, qualified foreign investors, Public Financial Institutions as specified in Section 2(72) of the Companies Act, 2013, as amended, Scheduled Commercial Banks, Multilateral and Bilateral Financial Institutions, State Industrial Development Corporations, Insurance Companies registered with the Insurance Regulatory and Development Authority of India, Provident Funds, Pension Funds, the National Investment Fund set up by the GoI, Insurance Funds set up by the Army, Navy or Air Force of the Union of India, Insurance Funds set up by the Department of Posts, India, Development Financial Institutions, Systemically Important Non-Banking Financial Companies, Indian Mutual Funds registered with the SEBI, trusts, non-resident Indians, members of group companies, Indian Public, Bodies Corporate, companies (private or

public) or other entities, authorities, and to such other persons eligible to invest in Equity Shares of the Company, in one or more combinations thereof as may be permitted under Applicable Law, in one or more tranches, at such price or prices (at a Discount or premium) as may be determined in accordance with Applicable Law, such that the aggregate amount of consideration receivable by the Company for the Equity Shares does not exceed INR 1,000 crores, including, without limitation, through a prospectus, offering circular or an offering document, and in such manner and on such terms and conditions as may be finalized by the Board, in consultation with the BRLMs to the Offer and/or underwriters and/or other advisors or such persons appointed for the Offer including in respect of all matters incidental thereto as they may think fit in accordance with the terms of any agreements executed with such BRLMs to the Offer and/or underwriters and/or other advisors appointed for the Offer, and subject to Applicable Law. A Discount to the price at which Equity Shares are offered pursuant to the Offer may be offered to any category or categories of persons as permitted under Applicable Law.”

“RESOLVED FURTHER THAT, subject to the approval of the SEBI, the RoC and/or other regulatory body or authorities, if and to the extent necessary, and in accordance with Applicable Law, one or more of the existing shareholders of the Company shall be permitted to participate in an Offer for Sale with respect to Equity Shares held by them as part of the Offer at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per Equity Share as may be fixed and determined in consultation with the BRLMs to the Offer and/or underwriters and/or

other advisors or such persons appointed for the Offer, in accordance with the terms of any agreements executed with such BRLMs to the Offer and/or underwriters and/or other advisors appointed for the Offer, and subject to Applicable Laws and to such category of investors as may be permitted under Applicable Laws.”

“RESOLVED FURTHER THAT the Board may determine the allocation of such percentage of the Offer to any category or categories in any Reservation, as may be permissible in accordance with Applicable Laws and further, provide a Discount to the offer price to retail individual bidders and/or eligible employees of the Company, and do all such other acts, deeds, matters and things as the Board may, from time to time, decide including, without limitation, negotiating, finalizing and executing any document or agreement and any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Reservation or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.”

“RESOLVED FURTHER THAT the Equity Shares allotted in the Offer and/or transferred under the Offer (including any Reservation) shall be subject to the Memorandum of Association and the Articles of Association of the Company and rank *pari passu* with the existing Equity Shares of the Company, in all respects, including rights in respect of dividend.”

“RESOLVED FURTHER THAT subject to Applicable Law, oversubscription to the extent of 1% of the Offer size, or such other

extent as may be permitted under Applicable Laws may be retained by the Company for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in relation to the Offer.”

“RESOLVED FURTHER THAT such of these Equity Shares to be issued under the Offer as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion think most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds/bodies corporate/such other persons or otherwise as the Board may in its absolute discretion decide, subject to compliance with all Applicable Law.”

“RESOLVED FURTHER THAT subject to Applicable Laws, the approval of the Board be and is hereby accorded to the listing of Equity Shares allotted or transferred pursuant to the Offer on the BSE Limited and the National Stock Exchange of India Limited.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it 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 or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.”

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

By order of the Board of Directors

Date: January 15, 2021

**For Arohan Financial Services
Limited**

Place: Kolkata

ANIRUDH SINGH G THAKUR

**Head- Compliance, Legal &
Company Secretary**

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. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 39/2020 dated December 31, 2020, read with Circular No 33/2020 dated September 28, 2020 read with Circular No 22/2020 dated June 15, 2020, Circular No 14/2020 dated April 8, 2020 and Circular No 17/2020 dated April 13, 2020 respectively (collectively referred to as “MCA Circulars”) permitted the holding of general meeting without the physical presence of the members at a common venue.
2. Pursuant to the provisions of the Act, 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. Since this e-EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorisation, etc., authorising their representative to attend the e-EGM on its behalf and to vote in the e-EGM.

4. The facility of joining the e-EGM through VC /OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the e-EGM, i.e. from 10:45 a.m. to 11:15 a.m.
5. To receive communications through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with compliance@arohan.in
6. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance to compliance@arohan.in during the period starting from 19th January to 21st January, 2021. The queries may be raised precisely and in brief to enable the Company to answer the same suitably at the meeting.
7. Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed to this Notice.
8. Instructions for joining the e-EGM are as follows :
 - Members will be able to attend the e-EGM through VC/OAVM provided by the Company.
 - Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.

- Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
 - While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
 - Members who need technical assistance before or during the e-EGM can contact the Company Secretary/Secretarial Department at +91 9883733233, +91 9674270996 and +91 9833188190
9. 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.

In accordance with the MCA circulars, the said registers will be made accessible for inspection through electronic mode.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE NOTICE DATED JANUARY 15, 2021 (THE “NOTICE”)

Item no. 1. To increase the authorised share capital of the Company & consequent amendment to the capital clause in the memorandum of association of the Company:

The Company intends to list its equity shares (the “**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal market place for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the “**Offer**”). In connection with the Offer, it became necessary for the Company to increase the authorized share capital of the Company from INR 1,124,533,200 to INR 1,600,000,000.

Pursuant to the provisions of Section 13 and 61 of the Companies Act, any amendment of the Memorandum of Association of a company requires the approval of the Shareholders of the Company.

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

None of the Directors or Managers or Key Managerial Personnel of the Company or the relatives thereof are interested in these resolutions.

Item no. 2 Approval of the Initial Public Offer and the Issuance of Equity Shares in the Initial Public Offer

The Company intends to list its Equity Shares on one or more Stock Exchanges to enable the Shareholders to have a formal market place for dealing with such Equity Shares. For this purpose, the Company proposes to undertake the Offer. The Company intends to undertake the Offer and list the Equity Shares at an opportune time, in consultation with the Book Running Lead Managers and other Advisors, subject to applicable Regulatory approvals.

The Offer will comprise a fresh issue of Equity Shares of face value Rs. 10 each by the Company aggregating to up to INR. 1,000 crores under the Companies Act on such terms and at such price or prices and at such time as may be considered appropriate by the Board or a duly authorized committee thereof, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the Offer by way of the book building method in accordance with the SEBI ICDR Regulations. The Equity Shares, if any, allotted in the Offer shall rank in all respects *pari passu* with the existing Equity Shares. The Offer may also include a reservation of a certain number of Equity Shares for any category or categories of persons as permitted under Applicable Laws. In addition, the Company may complete a private placement of certain Equity Shares to selected investors as permitted under applicable laws.

The Offer structure, which will include a fresh issue of Equity Shares (the “Fresh Issue”) of up to INR 1,000 crores and an offer for sale by certain shareholders of the Company (the “Selling Shareholders” and such offer for

sale, the “Offer for Sale”), will be finalized at the absolute discretion of the Board of Directors of the Company (the “Board”, which term shall be deemed to include any committee, which the Board has duly constituted or may hereinafter duly constitute to exercise its powers including the powers conferred by this resolution). The Offer may also include a reservation of a certain number of Equity Shares for any category or categories of persons as permitted under Applicable Law (the “Reservation”). In addition, the Company may complete a private placement of certain Equity Shares to selected investors as permitted under Applicable Laws (the “Pre-IPO Placement”). Unless the context requires otherwise, the term, “Offer”, as used in these resolutions, includes the Fresh Issue, the Offer for Sale, [the Reservation and the Pre-IPO Placement. The Company may further offer a discount to the price at which Equity Shares are offered pursuant to the Offer, to any category or categories of persons as permitted under Applicable Law (the “Discount”).

The proceeds from the Offer will be utilized for the purpose of augmenting the capital base of our Company, which will be identified by the Board, and for meeting requirements of funds for general corporate purposes of the Company.

The promoters and the promoter group of the Company will not participate in the Offer. However, the Directors other than the Independent Directors of the Company or the Key Managerial Personnel may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI (ICDR) Regulations.

Accordingly, the approval of the Shareholders of the Company is required in accordance with Section 62(1)(c) and other applicable provisions of the Companies Act.

The Board recommends the resolutions set out in item no. 2 of the Notice for your approval.

None of the Directors or Managers or Key Managerial Personnel of the Company or the relatives thereof are interested in these resolutions.

By order of the Board of Directors

Date: January 15, 2021

**For Arohan Financial Services
Limited**

Place: Kolkata

ANIRUDH SINGH G THAKUR

**Head- Compliance, Legal &
Company Secretary**