

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 Monday, September 26, 2022 at 11:00 A.M. through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’) facility to transact the following business:

SPECIAL BUSINESS:

1. AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO CHANGES IN THE AMENDED AND RESTATED SHAREHOLDING AGREEMENT DATED MARCH 27, 2017

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

“**RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 2013, subject to receipt of any necessary statutory approvals from any statutory or regulatory authority and subject to and in accordance with any other applicable law, as amended, and in order to align the articles of association of the Company with respect to changes in the Amended and Restated Shareholding Agreement dated March 27, 2017, the approval of the shareholders be and is hereby accorded to the adoption of a new set of articles of association, in place of the articles of association currently in force.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Managing Director, the Chief Financial Officer 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 to 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.”

“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.”

2. TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS IN COMPLIANCE WITH SECTION 42 AND 62 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and 179 (3)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time the other rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively, the “Acts & Rules”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company and any other rules / regulations/ guidelines, if any, prescribed by the Reserve Bank of India or any other statutory regulatory authority; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and as agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have

constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot 1,04,80,121 (One Crore Four Lakhs Eighty Thousand One Hundred and Twenty One) Equity Shares of the Company of the face value of INR 10 (Ten) each (“Equity Shares”) on preferential allotment, at a price of INR 152.67 (Rupees One Hundred and Fifty Two and Sixty Seven paisa) (including a premium of INR 142.67 (Rupees One Hundred and Forty Two and Sixty Seven paisa) per Equity Share aggregating to INR 1,60,00,00,073/- (Rupees One Hundred and Sixty Crores and Seventy Three Only), to the following subscriber:

SR No.	Details of Subscriber	Number of Equity Shares	Consideration (Amount in INR)
1.	Teachers Insurance And Annuity Association Of America –Nuveen	1,04,80,121	1,60,00,00,073/-

on a preferential basis through private placement.”

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the clauses of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act & Rules, the name of the Subscribers be recorded for the issue of invitation

to subscribe to the Equity Shares and that the private placement offer cum application letter in Form No. PAS-4 be issued to the Subscribers inviting the Subscriber to subscribe to the Equity Shares, and the terms and conditions stated therein and the consent of the Company is hereby accorded to the issuance of the same.”

“RESOLVED FURTHER THAT the monies to be received by the Company from the Subscribers for application of the securities pursuant to this private placement shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Companies Act 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, any Director, Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being

required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

By order of the Board of Directors

Date: August 26, 2022

ANIRUDH SINGH G THAKUR

Place: Kolkata

Head- Legal, Compliance & Company Secretary

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 December 14, 2021 and May 5, 2022 respectively ("MCA Circulars") and SEBI circulars, permitted holding of the EGM through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015') and MCA Circulars, the EGM of the Company is being conducted through VC/OAVM (hereinafter called as 'E-EGM').
2. The deemed venue for e-EGM shall be the registered office of the Company i.e. PTI Building, 4th Floor, DP-9, Sector-V, Salt Lake Kolkata - 700091.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF 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, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS**

WILL NOT BE AVAILABLE FOR THIS e-EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF e-EGM ARE NOT ANNEXED TO THIS NOTICE.

4. Members attending the e-EGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. 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/authorization, etc., authorizing their representative to attend the e-EGM on its behalf and to vote in the e-EGM.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), is attached with this Notice of e-EGM.
7. The facility of joining the e-EGM through VC /OAVM will be opened 30 minutes before and will be open up to 15 minutes after the scheduled start time of the E-EGM, i.e. from 10:30 A.M. to 11:15 A.M.
8. Notice of the e-EGM is being sent only through electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s). Notice calling the e-EGM has been uploaded on the website of the Company at www.arohan.in.
9. To receive communications through electronic means, including Notices, 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

10. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that with effect from 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to members holding shares in physical form and requesting them to dematerialise their physical holdings.
11. To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
12. The Company has been maintaining, *inter alia*, the following statutory registers at its registered office at PTI Building, 4th Floor, DP-9, Sector-5, Salt Lake, Kolkata-700091
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.

- ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA circulars, the said registers will be made accessible for inspection through electronic mode, and shall remain open and be accessible to any member during the continuance of the meeting.

13. 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 September 24, 2022 (10:00 a.m.) to September 25, 2022 (6:00 p.m.). The queries may be raised precisely and in brief to enable the Company to answer the same suitably at the meeting.
14. The Register of Members and Share Transfer Books of the Company will remain closed from September 19, 2022 to September 26, 2022(both days inclusive) for the purpose of e-EGM.
15. In conformity with the applicable regulatory requirements, the Notice of this e-EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.

16. 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 9883733233/8981444132/9038329510.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE NOTICE DATED AUGUST 26, 2022 (THE “NOTICE”)

Item No. 1 AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO CHANGES IN THE AMENDED AND RESTATED SHAREHOLDING AGREEMENT DATED MARCH 27, 2017

The Company intends to raise capital on a preferential basis through private placement offer. In connection with the said offer, the Company is required to amend its existing Articles of Association (**AOA**) with respect to the changes in the Amended and Restated Shareholding Agreement dated March 27, 2017.

A copy of the existing set of Articles of Association and the revised Articles of Association will be made available for inspection at the registered office of the Company during the Company’s working hours on any business day from 9:30 AM until 6:30 PM up to the date of the Extra Ordinary General Meeting.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 any amendment of the Articles 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 TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS IN COMPLIANCE WITH SECTION 42 AND 62 OF THE COMPANIES ACT, 2013

In order to meet the Capital Adequacy requirement of the Company, while sustaining the projected business growth, the Company proposes to raise capital by issuing up to 1,04,80,121 equity shares (“**Equity Shares**”) of the face value of INR 10 at a price of INR 152.67 each (Face value INR 10 and Premium of INR 142.67) to the following subscriber:

SR No.	Details of Subscriber	Number of Equity Shares	Consideration (Amount in INR)
1.	Teachers Insurance And Annuity Association Of America- Nuveen	1,04,80,121	1,60,00,00,073/-

on a preferential basis through private placement which has been approved by the Board of Directors of the Company at its meeting held on August 26, 2022.

The Equity Shares, if any, allotted in the Offer shall rank *pari passu* in all respects with the existing equity shares.

The management propose to use the proceeds from the Offer for augmenting the Tier I capital, which will be identified by the Board, and for meeting requirements of funds for general corporate purposes of the Company.

Accordingly, the approval of the Shareholders is required in accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. Also an offer or invitation to subscribe securities under the private placement shall not be made to persons more than two hundred in the aggregate in a financial year.

Further details of the proposed offer are disclosed below:

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 42 and 62 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014:

1. Particulars of the offer including date of passing of Board Resolution:

The Board has pursuant to its resolution dated August 26, 2022 accorded its approval for raising funds by issuing up to 1,04,80,121 Equity Shares of face value of INR 10 (Rupees Ten) each on preferential basis through private placement, at a price of INR 152.67 (Rupees One Hundred and Fifty-Two and Sixty-Seven paisa) including a premium of INR 142.67 (Rupees One Hundred and Forty-Two and Sixty-Seven paisa) per Equity Share. The Equity Shares, if any, allotted in the Offer shall rank in all respects *pari passu* with the existing equity shares.

2. The objects of the issue:

The proceeds from the issue will be utilized for the purpose of augmenting the Tier I capital to be identified by the Board, and for meeting requirements of funds for general corporate purposes of the Company.

3. The total number of shares to be issued:

1,04,80,121 Equity Shares, in one or multiple tranches, as may be applicable.

4. Kinds of securities offered and the price at which security is being offered:

Equity Shares ranking *pari passu* with the existing Equity Shares are offered at a price of INR 152.67 (Rupees One Hundred and Fifty-Two and Sixty Seven paise) including a premium of INR 142.67 (Rupees One Hundred and Forty Two and Sixty Seven paise) per Equity Share.

5. Basis or justification on which the price has been arrived at (including premium) at which the offer or invitation is being made, along with report of the registered valuer:

Price arrived as per Fair Value method. A copy of the valuation report dated August 01, 2022 shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M.

6. Name and address of valuer who performed valuation:

The valuation of the Equity Shares has been carried out by Ms. Madhumita Karar, Registered Valuer, [Reg No-IBBI/RV/06/2018/10341] having its office at Chatterjee

International Centre, 17th Floor, Flat No. 13A, 33A, J.L Nehru Road, Kolkata- 700071. The valuation report is dated August 01, 2022.

7. Relevant date with reference to which the price has been arrived at:

June 30, 2022.

8. Amount which the company intends to raise by way of such securities:

INR 1,60,00,00,073/- (Rupees One Hundred and Sixty Crores and Seventy-Three Only).

9. Material terms of raising such securities:

Issue and Allotment of 1,04,80,121 Equity Shares at INR 152.67 (Rupees One Hundred and Fifty Two and Sixty Seven paisa) including a premium of INR 142.67 (Rupees One Hundred and Forty Two and Sixty Seven paisa) per Equity Share at cash may be done in one or multiple tranches, as may be applicable.

10. Proposed time schedule:

Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as prescribed under any applicable laws.

11. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of objects.

12. Principle terms of assets charged as securities:

Not Applicable

- 13. The class or classes of persons to whom the allotment is proposed to be made:**

Allotment to specific identified investor - Body corporate.

- 14. Intention of promoters, directors or key managerial personnel to subscribe to the offer:**

The Equity Shares shall be offered to the Proposed Allottee only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

- 15. The proposed time within which the allotment shall be completed:**

Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as prescribed under any applicable laws.

- 16. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Name of the proposed allottees	% post offer
Teachers Insurance And Annuity Association Of America-Nuveen	7.96%

- 17. The change in control, if any, in the company that would occur consequent to the preferential offer:**

No change in control.

- 18. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

No equity shares allotted during the year.

19. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Consideration in Cash only.

20. The pre issue and post issue shareholding pattern of the company: Annexure A

The proposed resolution is recommended for the consideration of and approval by the shareholders of the Company by passing special resolution in the meeting.

None of the Directors, key managerial personnel of the Company or the relatives are in any way materially or financially concerned or interested in the resolution as set out at Item No.2.

As required by Section 102(3) of the Companies Act, 2013, the documents with regard to the preferential issue shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M.

By order of the Board of Directors

Date: August 26, 2022

ANIRUDH SINGH G THAKUR

Place: Kolkata

Head- Legal, Compliance & Company Secretary

ANNEXURE-A

Sr. No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	--	-	-	-
	Bodies corporate	4,12,35,920	34.03	4,12,35,920	31.32
	Sub-total	4,12,35,920	34.03	4,12,35,920	31.32
2	Foreign promoters	-	-	-	-
	sub-total (A)	4,12,35,920	34.03	4,12,35,920	31.32
B	Non-promoters' holding	-	-	-	-
1	Institutional investors	6,36,17,527	52.51	7,40,97,648	56.28
2	Non-institution	-	-	-	-
3	Private corporate bodies	22,49,081	1.87	22,49,081	1.71

4	Directors and relatives	12,002	0.01	12,002	0.01
5	Indian public	50,35,449	4.17	50,35,449	3.82
6	others (including NRIs)	90,27,324	7.46	90,27,324	6.86
	Sub-total (B)	7,99,41,383	65.97	9,04,21,504	68.68
	Grand Total	12,11,77,303	100	13,16,57,424	100

By order of the Board of Directors

ANIRUDH SINGH G THAKUR

Head- Legal, Compliance & Company Secretary