



**ARYAMAN**

CAPITAL MARKETS LIMITED

SEBI Regn. No. (Stock Broker) INZ000004739  
SEBI Regn. No. IN - DP3682018

Corporate Office :  
718-A, P.J. Towers, Dalai Street,  
Fort, Mumbai-400 001  
Tel. : 022-2272 1104/2272 1105  
Email : aryacpm@gmail.com  
Website : www.afsl.co.in/acml/  
CIN : L65999MH2008PLC184939  
GSTIN : 27AAHCA7893B1ZI

**August 21, 2025**

To  
**Listing Department,**  
BSE Limited,  
PJ Towers, Dalai Street,  
Fort, Mumbai - 400 001

**Scrip Code: 538716**

Dear Sir/Madam,

**Sub: Notice of 17<sup>th</sup> Annual General Meeting (AGM) to be held on Monday, September 15, 2025.**

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) please find enclosed herewith the copy of the Annual Report for the Financial Year 2024-25 along with Notice of the Seventeenth Annual General Meeting ("AGM") scheduled on Monday, September 15, 2025 at 11:00 A.M. (IST) to be held through Video Conference (VC) / Other Audio-Visual Means (OAVM).

You are requested to kindly update above information on your record.

Thanking You,

**FOR ARYAMAN CAPITAL MARKETS LIMITED**

**REENAL KHANDELWAL**  
**(Company Secretary & Compliance Officer)**



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## NOTICE OF THE SEVENTEENTH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **Seventeenth Annual General Meeting** of the Members of **Aryaman Capital Markets Limited** will be held on **Monday, September 15, 2025, at 11.00 A.M.** through Video Conference (“VC”)/Other Audio-visual Means (“OAVM”), 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 March 31, 2025, and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a director in place of Mr. Shreyas Shah (DIN:01835575), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3) APPOINTMENT OF MS. DAMINI BAID (DIN: 10337935) AS AN INDEPENDENT DIRECTOR

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A **SPECIAL RESOLUTION**:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 17, 25(2A) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and the Articles of Association of the Company, approvals and, the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Damini Baid (DIN: 10337935), who was appointed as an Additional Director, in the capacity of an Independent Director with effect from August 18, 2025, who meets criteria for independence under Section 149(6)(b) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company, for a period of 5 (five) years till August 18, 2030 and that she shall not be liable to retire by rotation.

#### 4) APPOINTMENT OF SECRETARIAL AUDITORS TO M/S JNG & CO. LLP

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN **ORDINARY RESOLUTION**:

**RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. JNG & Co. LLP., Company Secretaries (Firm Registration No. L2024MH017500), approval of members of the company be and is hereby appointed as Secretarial Auditors of the Company, for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of 22<sup>nd</sup> Annual General Meeting to be held in the year 2030, covering the period from the financial year 2025-26 to financial year 2029-2030, at such remuneration as may be determined by the Board of Directors of the Company (including its Committees thereof), from time to time, in consultation with the Secretarial Auditors.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, Board of Directors and/or

Regd. Office :  
60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg,  
Opp. P. J. Tower (BSE Bldg.), Fort, Mumbai - 400 001.  
Tel. : 022-6216 6999 / 2261 8264

• BSE Member ID Cfg. No. 6514  
• NSE Member ID - 90085  
• MCX Member ID - 29435  
• CDSL DP ID - 12086100

the Company Secretary, be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**5) CHANGE IN DESIGNATION OF SHRIPAL SHAH (DIN:01628855) FROM WHOLE-TIME DIRECTOR TO EXECUTIVE DIRECTOR OF THE COMPANY**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the Company, the approval of members be and is hereby accorded for change in designation of Mr. Shripal Shah having DIN: 01628855 as an Executive Director of the Company, effect from August 18, 2025, on the terms and conditions including remuneration as set out in the statement annexed to this Notice, with liberty to the Board of Directors, subject to liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider necessary, expedient or desirable in order to give effect to this resolution.”

**6) CHANGE OF DESIGNATION OF MR. SHREYAS SHAH (DIN:01835575) FROM EXECUTIVE DIRECTOR TO WHOLE TIME DIRECTOR.**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the Company, the approval of members be and is hereby accorded for change in designation of Mr. Shreyas Shah having DIN: 01835575 as a Whole-time Director, designated as an Executive Director of the Company, for a period of 5 (five) years with effect from August 18, 2025, shall be liable to retire by rotation, on the terms and conditions including remuneration as set out in the statement annexed to this Notice, with liberty to the Board of Directors.

**FURTHER RESOLVED THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider necessary, expedient or desirable in order to give effect to this resolution.”

**7) TO APPROVE THE OVERALL BORROWING LIMITS U/S 180(1)(C) AND CONVERSION RIGHTS UNDER SECTION 62(3) OF THE COMPANIES ACT, 2013**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c), Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (‘hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution’) to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors (hereinafter collectively referred to as the “Lenders”), from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course

of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 100 Crores (Rupees Hundred Crores only) or equivalent amount in any other foreign currency.

**FURTHER RESOLVED THAT** in connection with such borrowings/loans/financial assistance, the Board of Directors be and is hereby authorised to offer or agree to offer to the lender(s), Banks, Financial Institutions, other Bodies Corporate or other eligible investor, the option to convert such loans/borrowings/facilities or any part thereof into equity shares or debentures of the Company at such terms and conditions as may be mutually agreed upon, Board and at a price to be determined at the time of such conversion, in accordance with the provisions of Section 62(3) of the Companies Act, 2013 and other applicable laws.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, Board of Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**8) TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013, INTER ALIA, FOR CREATION OF A MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY.**

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the “Assets”) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act.

**FURTHER RESOLVED THAT** the Board of Directors and/or Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act.”

**9) TO INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING SECURITIES, AND MAKING INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give

any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100 Crores (Rupees Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors and/or Company Secretary of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

**10) TO APPROVE MATERIAL TRANSACTIONS WITH RELATED PARTIES UNDER THE COMPANIES ACT, 2013, AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

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 Section 2(76), 177, 188 and and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 2(1)(zc), Regulation 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws, if any, (including any statutory modification thereof, for the time being in force), as amended from time to time, and any other applicable provisions including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by Central Government or any governmental or statutory authorities, including such conditions and modification as may be prescribed or imposed while granting such approvals, consents, permissions, the Company’s policy on related party transactions and pursuant to the approval of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted / to be constituted by the Board), the approval of the members be and is hereby accorded to the Company to enter / continue to enter into material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) including material modifications thereof, with entities falling within the definition of ‘Related Parties’ under section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations from the Financial Year 2025-2026 and onwards for each Financial Year upto the maximum amount per annum as per details provided hereunder, on such terms and conditions as may be mutually agreed upon between the Company and the related party(ies):

**MAXIMUM VALUE PER EACH TYPE OF CONTRACT/TRANSACTION/ARRANGEMENT:**

<b>Transactions as defined under the Companies Act, 2013 / the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>		
<b>Name of the Related Parties</b>	<b>Nature of Transactions</b>	<b>Amount (₹ in Crores)</b>
A. Holding Company (Aryaman Financial Services Limited)	Making loans/business advances / inter-corporate deposits;	Rs. 50 Crores
B. Sister Company (Aryaman Finance (India) Limited)	Making loans/business advances / inter-corporate deposits;	Rs. 50 Crores
C. Sister Company (Escorp Asset Management Limited)	Making loans/business advances / inter-corporate deposits;	Rs. 50 Crores
D. Group Company (Roopshri Resorts Limited)	Making loans/business advances / inter-corporate deposits;	Rs. 50 Crores
E. Ultimate Holding Company (Mahshri Enterprises Private Limited)	Making loans/business advances / inter-corporate deposits;	Rs. 50 Crores



**FURTHER RESOLVED THAT** the Board of Directors (including the Audit and Compliance Committee of the Company and /or any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for giving effect to this resolution, in the best interest of the Company.”

**FURTHER RESOLVED THAT** the Board of Directors and/or Company Secretary be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or any other officer(s) of the Company as it may consider appropriate in order to give effect to this resolution;

**FURTHER RESOLVED THAT** all actions taken by the Board of Directors in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respects.”

**11) APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY U/S 185 OF THE COMPANIES ACT, 2013.**

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding Rs. 100 Crores (Rupees Hundred Crores Only) for the financial year 2024-25, in its absolute discretion deem beneficial and in the best interest of the Company.

**FURTHER RESOLVED THAT** to give effect to this resolution, the Board of Directors and/or Company Secretary of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**Registered Office:**

60, Khatau Building, Ground. Floor,  
Alkesh Dinesh Modi Marg,  
Fort, Mumbai – 400 001.

**Tel:** 022 – 22618264

**Fax:** 022 – 22630434

**CIN:** L65999MH2008PLC184939

**Website:** <http://www.afsl.co.in/Acm/>

**Email:** [aryacpm@gmail.com](mailto:aryacpm@gmail.com)

By Order of the Board of Directors  
**FOR ARYAMAN CAPITAL MARKETS LIMITED**

Sd/-

**Shreyas Shah**

(Whole Time Director)

Din: 01835575

Monday, August 18, 2025

## NOTES:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 14/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated 8th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022, 28th December 2022, 25th September 2023 and 19th September 2024, respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, inter-alia, to conduct Annual General Meeting (“AGM”) through VC/ OAVM facility in accordance with the requirements provided in paragraph 3 and paragraph 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 has provided certain relaxations from compliance with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In compliance with the aforesaid MCA Circulars, the aforesaid SEBI Circular, provisions of the Act, and the Listing Regulations, the 17th AGM of the Company is being conducted through VC/ OAVM facility, which does not require the physical presence of members at a common venue. The deemed venue for the 17th AGM shall be the Registered Office of the Company.
2. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same by writing to [aryacapm@gmail.com](mailto:aryacapm@gmail.com) mentioning their Folio No. /DP ID and Client ID. The Notice convening the 17th AGM has been uploaded on the website of the Company at <http://www.afsl.co.in/Acml> and may also be accessed from the relevant section of the websites of the stock exchanges, i.e., BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com), respectively. The Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
3. In terms of the MCA Circulars, physical attendance of members has been dispensed with; therefore, there is no requirement for the appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 17th AGM. However, in pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed to vote through the remote e-Voting facility, participating in the 17th AGM through the VC/OAVM facility, and e-Voting during the 17th AGM. As the 17th AGM is being held through the VC/ OAVM facility, the Route Map is not annexed to this Notice of the 17th AGM.
4. Institutional Investors who are Members of the Company are encouraged to attend and vote at the AGM through the e-voting facility. Corporate Members and Institutional Investors intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at [jigar.gandhi@jngandco.in](mailto:jigar.gandhi@jngandco.in) with a copy marked to [evoting@nsdl.co.in](http://www.evoting.nsdl.co.in).
5. Corporate members (other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of their Board or governing body resolution/authorization to attend AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by e-mail through its registered email address to [jigar.gandhi@jngandco.in](mailto:jigar.gandhi@jngandco.in) with a copy marked to [evoting@nsdl.co.in](http://www.evoting.nsdl.co.in)
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, and other statutory documents will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection

without any fee from the date of circulation of this Notice up to the date of AGM, i.e., September 15, 2025. Members seeking to inspect such documents can send an email to [aryacapm@gmail.com](mailto:aryacapm@gmail.com)

8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first-come, first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction on account of first-come first served basis.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM
10. Members are requested to: (a) intimate to the Company/their Depository Participant ("DP"), changes, if any, in their registered address at an early date; (b) quote their Registered Folio No. And /or DP Identity and Client Identity number in their correspondence.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the share are held in electronic form and to ACML, through Form ISR-1/ISR-2, as applicable, along with necessary supporting documents, either by emailing e-signed copies to [aryacapm@gmail.com](mailto:aryacapm@gmail.com) or sending physical copies by post/ delivery to the office of ACML. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. A periodic statement of holdings should be obtained from the concerned DP, and holdings should be verified from time to time.

Non-resident Indian members are requested to inform the RTA, **Big Share Services Private Limited**, Office No S6-2, 6th floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093, Tel: 022-62638200, about:

- a) Change in their residential status on return to India for permanent settlement
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, and address of the bank with pin code number, if not furnished earlier.

11. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA to receive all communication (including Annual Report) in electronic mode.
12. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's RTA.
13. For members holding shares in physical form, SEBI vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024, read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e., postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar, etc.). In case any of the aforesaid documents/ details are not available in the record of the RTA, the member shall not be eligible to lodge



a grievance or avail any service request from the RTA until they furnish complete KYC details. Further, with effect from 1st April 2024, any payment of dividend shall only be made in electronic mode to such members. The Company has made relevant announcements to the members from time to time.

Further, SEBI has mandated that securities of listed companies can be transferred only in demat form. Therefore, members are advised to dematerialize shares held by them in physical form for ease in portfolio management.

For consolidation of share certificates, members holding shares in physical form, in more than one folio, with identical order of names, are requested to send the details of such folios, together with the share certificates, along with the requisite KYC documents for consolidating their holdings in one folio to the RTA. Requests for consolidation of share certificates shall only be processed in dematerialized form.

14. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations, and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode, and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section, which forms part of this Notice.
  15. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members may nominate a person in respect of all the shares held by them severally or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14, as the case may be. The said forms can be downloaded from the website of the Company or the website of the RTA. Members holding shares in demat form may approach their respective Depository Participants to complete the nomination formalities
  16. SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for the resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA/Company directly and through the existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal: <https://smartodr.in/> login, and the same can also be accessed through the Company's Website at <https://www.afsl.co.in/Acml/investor.php>.
  17. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, 8 September, 2025, to Sunday, 14 September, 2025**.
  18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/ RTA of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. A periodic statement of holdings may be obtained from the concerned Depository Participant, and holdings should be verified from time to time.
  19. Details as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of the appointment of Directors seeking appointment/ re-appointment at the 17th AGM, form an integral part of the Notice of the 17th AGM. Requisite declarations have been received from the Directors seeking appointment/ re-appointment.
- A. Voting through electronic means**
1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the Annual General Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.
3. The remote e-voting period commences on **Thursday, 11 September 2025 (9:00 A.M.)** and ends on **Sunday, 14 September 2025 (5:00 P.M.)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday, 8 September 2025**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
4. 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, Monday, 8 September 2025.
5. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the notice electronically and holding shares as of the cut-off date, i.e., **Monday, 8 September 2025**, may obtain the login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using the “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll-free no: 1800-222-990.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

**The remote e-voting period begins on Thursday, 11 September 2025, at 9:00 A.M. and ends on Sunday, 14 September 2025, at 5:00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., Monday, 8 September 2025, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 8 September 2025**

1. **How do I vote electronically using the NSDL e-Voting system?**

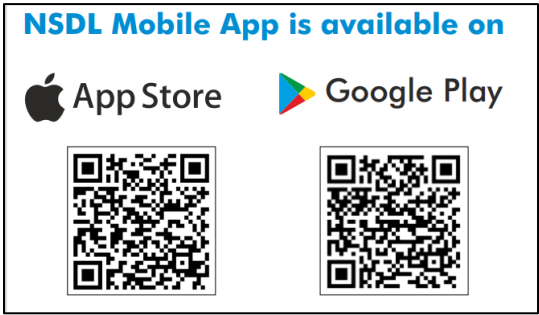
*The way to vote electronically on the NSDL e-Voting system consists of “Two Steps,” which are mentioned below:*

#### **Step 1: Access to the NSDL e-Voting system**

##### **A. Login method for e-Voting and joining a virtual meeting for Individual shareholders holding securities in demat mode**

In terms of the SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile numbers and email IDs in their demat accounts in order to access the e-Voting facility.

The login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	<ol style="list-style-type: none"> <li>1. An existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>,” which is available under the ‘<b>IDeAS</b>’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value-Added Services. Click on “<b>Access to e-Voting</b>” under e-Voting services, and you will be able to see the e-Voting page. Click on the company name or <b>e-Voting service provider, i.e., NSDL</b>, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile device. Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site, where you can see the e-Voting page. Click on the company name or <b>e-Voting service provider, i.e., NSDL</b>, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download the NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for a seamless voting experience.</li> </ol> <div data-bbox="740 1599 1281 1912" data-label="Image">  </div>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for the CDSL Easi / Easiest facility can log in through their existing user ID and password. An option will be made available to reach the e-Voting page without any further authentication. Users to log in to Easi /Easiest are requested to visit</li> </ol>

	<p>the CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the login icon &amp; New System My Easi Tab and then use your existing My Easi username &amp; password.</p> <ol style="list-style-type: none"> <li>After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, an option to register is available at the CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab, and then click on the registration option.</li> <li>Alternatively, the user can directly access the e-Voting page by providing the Demat Account Number and PAN No. from an e-Voting link available on the <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on the registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress, and also be able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) log in through their depository participants.</b>	<p>You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. Upon logging in, you will be able to see the e-Voting option. Click on the e-Voting option, and you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider, i.e., NSDL, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note: Members who are unable to retrieve their User ID/ Password are advised to use the Forget User ID and Forget Password options available at the aforementioned website.**

If a shareholder/ member who are registered in the NSDL e-Voting system but has forgotten the USER ID [Login ID] or Password or both then the shareholder/ member can use the "Forgot User Details/Password" or "Physical User Reset Password" option available on the NSDL e-Voting website using his/ her DP ID, Client ID, Folio No, PAN and email id and reset the Password. The relevant communication would be received from NSDL at the email ID of the person. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depositories and Depository Participants. Members who are unable to retrieve their User ID/ Password are advised to use the Forget User ID and Forget Password options available at the above-mentioned website.

In case of any difficulties, please send a request at <https://www.evoting.nsdl.com> by providing the information about the particulars of the demat account, Folio No, PAN, address, etc., or contact toll-free no at 1800 1020 990 /1800 224 430.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through the Depository, i.e., NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll-free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to log in to the NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP, and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services, i.e., IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL e-Services after using your login credentials, click on e-Voting, and you can proceed to Step 2, i.e., Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in a demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****.
b) For Members who hold shares in a demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12*****, then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 101456, then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to log in and cast your vote.
  - b) If you are using the NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’, and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?



- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment, i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, the last 8 digits of the client ID for CDSL account, or the folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow the steps mentioned below in the **process for those shareholders whose email IDs are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode), an option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by the aforesaid two options, you can send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name, and your registered address, etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick the on Agree to "Terms and Conditions" by selecting the check box.
8. Now, you will have to click on the "Login" button.
9. After you click on the "Login" button, the Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join the General Meeting on the NSDL e-Voting system.**

### **How to cast your vote electronically and join the General Meeting on the NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select the "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. To join the virtual meeting, you need to click on the "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote, and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Shareholders**

1. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jigar.gandhi@jngandco.in](mailto:jigar.gandhi@jngandco.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc., by clicking on "Upload Board Resolution / Authority Letter" displayed under the "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User](#)

[Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

**Process for those shareholders whose email IDs are not registered with the depositories for procuring a user ID and password and registration of email IDs for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [aryacapm@gmail.com](mailto:aryacapm@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [aryacapm@gmail.com](mailto:aryacapm@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A), i.e. Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring a user ID and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access the e-Voting facility.
1. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call toll-free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com).
2. A person whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail of the facility of remote e-voting as well as voting at the AGM through a ballot paper.
3. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of a scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
4. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
5. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://www.afsl.co.in/AcmI/> and the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
6. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense

Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios, Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated 24th January, 2022, has mandated that all requests for transfer of securities, including transmission and transposition requests, shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.

**7. All queries relating to Share Transfer and allied subjects should be addressed to:**

**Big Share Services Private Limited**  
**E-23, Ansa Industrial Estate, Saki**  
**Vihar Road, Saki Naka**  
**Andheri (E) Mumbai – 400072**

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO 03:**

Based on the recommendations of the Nomination & Remuneration Committee (“NRC”), the Board of Directors of the Company at its meeting held on August 18, 2025 has appointed Ms. Damini Baid (DIN: 10337935) as an Additional Non- Executive Independent Director of the Company for a term of five (5) consecutive years w.e.f. August 18, 2025, not liable to retire by rotation, subject to the approval of shareholders.

In the opinion of the Board, Ms. Damini Baid (DIN:10337935) is a person of integrity and her appointment as an Independent Director of the Company would be in the best interest of the Company. Ms. Damini Baid meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”). In the opinion of the Board, Ms. Damini Baid is independent of the management. The Nomination and Remuneration Committee and the Board are of the view that Ms. Damini Baid possesses the requisite skills and capabilities, which would be of benefit to the Company, and hence, it is desirable to appoint them as an independent director.

She also confirmed that she is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority Ms. Damini Baid is not disqualified from being appointed as a Director in terms of Section 164 of the Act and they have also confirmed that they comply with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, for their registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Under Regulations 17 and Regulation 25 of the SEBI LODR Regulations, the appointment of an independent director shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, by way of a special resolution.

Further, the Brief Profile and other disclosures, as required under Regulation 36 of the SEBI LODR Regulations and pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Ms. Damini Baid shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof, or for any other purpose whatsoever, as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

In compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under, Schedule IV to the Act, Regulation 17 of the SEBI LODR Regulations and other applicable provisions of the Act and SEBI LODR Regulations, the resolution proposed at Item No.3 of the Notice seeks the approval of the Members for the appointment of Ms. Damini Baid as a Non-Executive Independent Director of the Company not liable to retire by rotation w.e.f. August 18, 2025

Accordingly, the Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Item No. 3 of this Notice for the approval of the Members as a Special Resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

### **ITEM NO 04:-**

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (“the Act”) as amended from time to time, every listed company shall annex with its Director’s report made in terms of sub-section (3) of section 134, a secretarial audit report, given by accompany secretary in practice, in such form as may be prescribed.

In addition to the requirements of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024 mandates that every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such

form as specified, with the annual report of the listed entity. Besides, such appointment shall be approved by the Members of the Company at the Annual General Meeting. and Effective April 1, 2025, the Company shall appoint a Practicing Company Secretary for a maximum term of 5 consecutive years or a firm of Practicing Company Secretaries for a maximum of 2 terms of 5 consecutive years. Such appointment shall be subject to approval by the members at the Annual General Meeting (AGM).

In compliance with the applicable laws and based on the recommendations of the Audit Committee, the Board of Directors, at their meeting held on, approved the appointment of. M/s. JNG & Co. LLP., Company Secretaries as the Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from FY 2025–26 to FY 2029–30, subject to the approval of the Members at the AGM.

The appointment was recommended following a thorough evaluation of various proposals and key factors such as independence, industry experience, technical expertise, and the quality of past audit reports. M/s. JNG & Co. LLP., Company Secretaries is a reputed firm of practicing Company Secretaries registered with the Institute of Company Secretaries of India (ICSI), having extensive experience in corporate governance, compliance, and secretarial audits.

By Regulation 24A of SEBI LODR Regulations, the M/s. JNG & Co. LLP holds a valid certificate issued by the Institute of Company Secretaries of India. The LLP has been providing professional services to listed companies and has a proven track record of maintaining high standards of governance and regulatory compliance.

**Details of the Secretarial Auditor seeking appointment at the forthcoming Annual General Meeting. [Pursuant to Regulation 36 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Sr No.	Particular	Details
1.	Proposed Fees Payable	The Secretarial Audit fees are to be paid to M/s. JNG & Co. LLP, Company Secretaries, for their Secretarial Audit services plus applicable taxes and out-of-pocket expenses, shall be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor.
2.	Terms of Appointment	The Board of Directors, at its meeting held on August 18, 2025, approved the appointment of M/s. JNG & Co. LLP, Company Secretaries, as Secretarial Auditors, for a term of five (5) consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members / Shareholders at the Annual General Meeting
3.	Any material changes in the fee payable to such Auditor from that paid to the outgoing auditor, along with the rationale for such change	Not Applicable
4.	Basis of recommendation for appointment, including the details in relation to and credentials of the auditor proposed to be appointed.	<p>M/s. JNG &amp; Co. LLP Company Secretaries is a reputed LLP of Practicing Company Secretaries committed to delivering strategic, research-driven, and customized corporate advisory solutions. With a team of seasoned professionals, the LLP brings deep domain expertise in Corporate Laws, Insolvency &amp; Bankruptcy, Securities Laws, FEMA, Corporate Restructuring, and Business Set-up Services—both domestic and international.</p> <p>The LLP also provides comprehensive support in compliance management, regulatory approvals, and legal documentation to clients across various industries. By combining legal expertise with innovative thinking, the firm enables</p>



		<p>businesses to navigate complex regulatory environments with confidence.</p> <p>Mr. Jigar Kumar Gandhi, Fellow Member of the Institute of Company Secretaries of India (ICSI), Founder and Managing Partner of.. M/s. JNG &amp; Co. LLP is a distinguished professional with over a decade of experience in corporate laws and governance. His rich industry exposure spans across Real Estate, Infrastructure, Banking &amp; Finance, Manufacturing, Retail, Information Technology, Logistics, Travel, and Recruitment.</p> <p>Jigar Kumar Gandhi provides expert advice to large enterprises and startups on complex legal and regulatory issues. He excels in offering strategic guidance, governance insights, and customized compliance solutions that fit the changing business environment. With his expertise, practical approach, and entrepreneurial mindset, Jigar helps drive the firm's goal of delivering valuable and effective corporate advisory services to support business success.</p>
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M/s. JNG & Co. LLP Company Secretaries have given their consent to be appointed as Secretarial Auditors of the Company, confirming that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD/ CIR/P/2024/185 dated December 31, 2024, and that they shall not render any restricted services stated therein to the Company, its holding and subsidiary companies, to ensure independence and avoid conflict of interest.

The Secretarial Audit fees are to be paid to M/s. JNG & Co. LLP., Company Secretaries, for their Secretarial Audit services, plus applicable taxes and out-of-pocket expenses, shall be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor. In addition to the Secretarial Audit, M/s JNG & Co. LLP shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors, required if any are required.

In compliance with Regulation 24A of the SEBI LODR Regulations, 2015, as amended from time to time, consent of the Members is being sought for passing an Ordinary Resolution for the appointment of M/s. JNG & Co. LLP., Company Secretaries as the Secretarial Auditors of the Company.

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the Item No. 4 of this Notice for the approval of the Members as an Ordinary Resolution.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

#### **ITEM NO 05: -**

Mr. Shripal Shah (DIN: 01628855) was appointed as Whole-time director on July 22, 2008. The Board of Directors of the Company ("Board"), at its meeting held on August 18, 2025 has, subject to the approval of members, proposed to change the designation of Mr. Shripal Shah (DIN: 01628855) from Whole-Time Director to Executive Director, i.e., with effect from August 18, 2025, on the terms and conditions including remuneration as may be recommended by the Nomination and Remuneration Committee ("NRC") of the Board and approved by the Board, liable to retire by rotation.

#### **Mr. Shripal Shah:**

Mr. Shripal Shah, aged 40 years, is currently serving as the Whole Time Director and Chief Financial Officer of our company. Mr. Shripal Shah is the Promoter Director of the Company. He is a Management Graduate (BMS - 7th Rank in Maharashtra Board and is a CFA Charter Holder (CFA Institute, USA). After a Brief stint with JP Morgan Chase, he joined his family business of Stock Broking and in 2007-08, he, through his company, M/s.

Mahshri Enterprises Pvt. Limited. took over Aryaman Financial Services Limited and was inducted on its board in 2008. He has been instrumental in ushering in the growth in operations of the company. His role in the company primarily consists of Business Development, Regulatory Liaisoning /Interactions, Issue Marketing, Co-ordination with other Issue intermediaries such as Brokers, Bankers, Registrars, etc., and overall supervision of all of the company's operational and financial activities.

Mr. Shripal Shah (DIN 01628855) shall be entitled to the remuneration provided by the parent company, as decided by the Nomination and Remuneration Committee from time to time. The Executive Directors and KMPs of the company are on the payroll of Aryaman Financial Services Limited (Holding Company) and hence do not receive any remuneration from Aryaman Capital Markets Limited.

Considering the expertise and performance of Mr. Shripal Shah, The Board of Directors recommends passing of the above resolution as an Ordinary Resolution as set out at Item No. 5 of this Notice for the approval of the Members as an Ordinary Resolution.

Mr. Shripal Shah is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**ITEM NO 06: -**

Mr. Shreyas Shah (DIN: 01835575) was appointed as Executive Director on July 22, 2008. The Board of Directors of the Company ("Board"), at its meeting held on August 18, 2025 has, subject to the approval of members, proposed to change the designation of Mr. Shreyas Shah (DIN: 01835575) from Executive Director to Whole-Time Director, for a period of 5 (five) years, i.e., with effect from August 18, 2025, on the terms and conditions including remuneration as may be recommended by the Nomination and Remuneration Committee ("NRC") of the Board and approved by the Board

**Mr. Shreyas Shah:**

Mr. Shreyas Shah, aged 37 years, is currently serving as the Executive Director of our company. He is a BMS graduate and LLB from Mumbai University. He has an experience of more than 8 years in the field of finance and investments. His functional responsibility is handling the business development of the Company. The proposed terms and conditions of appointment of Mr. Shreyas Shah as the Whole Time Director are as given below:

**Tenure of appointment:**

1. Term of five years from August 18, 2025
2. Liable to retire by rotation.

The Company had received a consent letter from Mr. Shreyas Shah (DIN 01835575) to act as a Whole Time Director of the Company.

Mr. Shreyas Shah (DIN 01835575) shall be entitled to the remuneration provided by the parent company, as decided by the Nomination and Remuneration Committee from time to time. The Executive Directors and KMPs of the company are on the payroll of Aryaman Financial Services Limited (Holding Company) and hence do not receive any remuneration from Aryaman Capital Markets Limited.

Considering the expertise and performance of Mr. Shreyas Shah, the Board of Directors recommends passing of the above resolution as an Ordinary Resolution as set out at Item No. 6 of this Notice for the approval of the Members as an Ordinary Resolution.

Mr. Shreyas Shah is interested in the resolution set out at Item No. 6 of the Notice with regard to his appointment.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**ITEM NO 07 & 08: -**

Keeping in view the Company's long-term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create a charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, subject to the approval of members in the General Meeting.

Further, in order to provide flexibility to the Company and its lenders, the Company may agree to terms that allow the conversion of such loans into equity shares or debentures. Section 62(3) of the Companies Act, 2013 permits such conversion in the future if approved by the shareholders through a special resolution.

The proposed resolution seeks the approval of members to authorise the Board to borrow up to Rs. 100 Crores (Rupees Hundred Crores only) or equivalent amount or any part of that amount and to provide lenders the option to convert such loans into equity shares or debentures of the Company, as may be mutually agreed.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item nos. 7 & 8 for approval by the members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned with or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

**ITEM NO. 09:**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013, the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.9 for approval by the members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

**ITEM NO. 10:**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') provides that all material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2) shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in ordinary course of business and at arm's length basis. Further, the Explanation to Regulation 23 (1) provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds ₹ 1000 crores or exceeds 10% (ten percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

The proviso to Section 188 (1) also states that nothing in Section 188 (1) will apply to any transaction entered into with a related party by the Company in its ordinary course of business and on arm's length basis.

Accordingly, the related party transactions based on the provisions of Section 188 of the Act and rules made thereunder and Regulation 23 of the Listing Regulations, the Audit Committee and the Board of Directors of the Company have approved the proposed transactions detailed in the resolution at Item No. 10 of the accompanying notice. The said related party transactions are placed before the shareholders for their approval by way of ordinary resolution to enable the Company / Subsidiary Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration are proposed to be entered into by the Company / Subsidiary Company with the following related parties in the ordinary course of business and on an arm's length basis.

***The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and as amended SEBI/HO/CFD/PoD2/CIR/P/0155, dated 11 November 2024, read with are set out below;***

Sr. No	Description	Details
<b>Details of the summary of information provided by the management to the Shareholders of the company</b>		
<b>a</b>	*A summary of the information provided by the management of the listed entity to the audit committee as specified in para.	<p>The Company may be required to grant a business advance/loan and/or inter-corporate deposit as a part of a strategic business decision, to the extent necessary to support the business operations of the said entities.</p> <p>Additionally, the Company may also be required to provide security by way of mortgage/hypothecation/pledge of securities held and/or charge on any of its movable/immovable properties to the extent of the fund/loan that may be availed by the said entities from term lenders.</p>
	* Name of the related party and its relationship with the listed entity or its subsidiary, including the nature of its	A. Holding Company (Aryaman Financial Services Limited)
		B. Sister Company (Aryaman Finance (India) Limited)

	concern or interest (financial or otherwise)	C. Sister Company (Escorp Asset Management Limited)
		D. Group Company (Roopshri Resorts Limited)
		E. Ultimate Holding Company (Mahshri Enterprises Private Limited)
	*Tenure of Proposed transaction	To be fixed at the time of execution
	*Value of the proposed transaction	To be within the overall limit and finalised at the time of execution
<b>b</b>	Details of transactions related to any loans, inter—corporate deposits, advances, or investments made or given by the Company or its subsidiaries:	To be disclosed at the time of execution
<b>c</b>	Justification for why the proposed transaction is in the interest of the listed entity.	To be disclosed at the time of execution
<b>d</b>	Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)	To be disclosed at the time of execution
<b>e</b>	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	To be disclosed at the time of execution
<b>f</b>	Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	To be disclosed at the time of execution
<b>g</b>	Any other information that may be relevant	To be disclosed at the time of execution

The proposed contracts/arrangements/transactions relate to grant business advance/loan and/or inter-corporate deposit or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee within the overall limits approved by the members. The Board of Directors or any Committee thereof would carefully evaluate the proposals for providing and/or receiving of loans or guarantees or securities or making investments through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for the business requirements of your company. Further, all related party transactions of the Company are at length and in the ordinary course of business as required under relevant regulations.



The aggregate value of the transactions and other amounts in the resolution and the explanatory statement are estimates based on currently available information and may change based on factors including general economic and political conditions in India and globally, inflation, deflation, volatility in interest rates and/or exchange rates, tax rates, changes in our industry, natural calamities, epidemics, pandemics and/or force majeure events, that are outside our control.

The Board recommends the ordinary resolution as set out in Item No.10 of the accompanying Notice for approval by unrelated shareholders of the Company in terms of Section 188 (3) of the Act and Regulation 23 of the Listing Regulations. Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), and the Key Managerial Personnel mentioned hereinabove, no other Directors or the relatives of the Directors or Key Managerial Personnel are concerned or interested, financially or otherwise, in the said resolution.

The Members may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 10 of the Notice, whether the entity is a related party to the particular transaction or not.

#### **ITEM NO. 11:**

Pursuant to Section 185 of the Companies Act, 2013 a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, (collectively referred to as the “Entities”), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 11 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommends the resolution set forth in Item no. 11 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

#### **Registered Office:**

60, Khatau Building, Ground. Floor,  
Alkesh Dinesh Modi Marg,  
Fort, Mumbai – 400 001

**Tel:** 022 – 22618635

**Fax:** 022 – 22630434,

**CIN:** L65999MH2008PLC184939

**Website:** <http://www.afsl.co.in/Acm/>

**Email:** [aryacapm@gmail.com](mailto:aryacapm@gmail.com)

By Order of the Board of Directors  
**FOR ARYAMAN CAPITAL MARKETS LIMITED**

Sd/-

**Shreyas Shah**

(Whole-Time Director)

Din: 01835575

Monday, August 18, 2025

### ANNEXURE – A

The relevant details of directors who is proposed to be appointed and re-appointed as directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

Particulars	Mr. Shreyas Shah	Ms. Damini Baid
<b>Current Position</b>	Executive Director (Liable to retire by rotation)	Additional Director in the capacity Independent Director
<b>Age:</b>	37 Years	30 Years
<b>Qualification:</b>	BMS, LLB	Company Secretary
<b>Experience:</b>	More than 12 years in the field of investments and finance	More than 3 years in the field of Compliance
<b>Expertise in specific functional areas</b>	His functional responsibility is handling the business development of the Company.	She has expertise in the field of Compliance and Secretarial Matters.
<b>Brief Resume of the Director</b>	Shreyas Shah is one of our promoter group directors. He is a Management Graduate from Mumbai University and has also completed his graduation in Law (LLB) from Mumbai University. He has experience of over decade in the field of investments and finance. He has also been part of the management of our promoter company, AFSL, since May 2013 and has been working on developing industry networks for further business development.	She has completed her bachelor's degree in Commerce and LLB from Jain Narayan Vyas University. She is a Company secretary and has a wide knowledge in the field of Compliance.
<b>Remuneration last drawn</b>	No remuneration paid	NA
<b>Terms and conditions of appointment or re-appointment, along with details of remuneration sought to be paid</b>	As per the resolution at item no. 2 & 6 of this Notice, read with the explanatory statement thereto	As per the resolution at item no. 3 of the Notice convening this Meeting, read with explanatory statement thereon.
<b>Date of first Appointment:</b>	June 22, 2008	August 18, 2025
<b>Number of Board Meetings attended during the year:</b>	Attended all six meetings held in F.Y. 2024-25	NA
<b>Shareholding in the Company:</b>	90,000 Equity Shares	None
<b>Relationship with Other Directors:</b>	Mr. Shripal Shah (Brother)	None
<b>Other Directorships:</b>	1) Mahshri Enterprises Private Limited; 2) Aryaman Financial Services Limited; 3) Escorp Asset Management Limited 4) Tushvi Tradex Private Limited 5) Roopshri Resorts Limited 6) Overskud Multi Asset Management Private Limited 7) Aryaman Finance (India) Limited	1) Aryaman Financial Services Limited. 2) Mangal Compusolution Limited
<b>Memberships / Chairmanship of Committees:</b>	He is a member of the Stakeholders Relationship Committee of Roopshri Resorts Limited.	None