

ARIHANT AVENUES AND CREDIT LIMITED

Regd. Office : 3, Rajesh Apartment, B/h, Ajanta Comm. Estate, Off Ashram Road, Ahmedabad, Gujarat-380014.

Tel: +91-79-2754 0790 Email: info@aacl.co.in
Website : www.aacl.co.in CIN : L65910GJ1995PLC024869

Dear Member,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot / e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. Umesh Ved, Practicing Company Secretary, Ahmedabad as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 05:00 p.m. on Saturday, 26th March, 2016.

Members desiring to opt for e voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report on or before Monday 28th March, 2016 to the Chairman/Director. A Director of the Company would announce the result of the postal ballot on Monday 28th March, 2016 at the registered office of the Company.

The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers along with the Scrutinizer's report on the Company's website. www.aacl.co.in

RESOLUTIONS:

(1) Change in Main Object Clause of the Company:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

"RESOLVED THAT Pursuant to Section 13 and 110 of the Companies Act, 2013, and all other applicable provisions, if any, and subject to the confirmation of the Registrar of companies the Main Object Clause of the Memorandum of Association of the Company be and is hereby altered by replacing clause No. 3 & 4 with the following clause:

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3. To carry on Business as Domestic and International General Carriers, Transporter, Owner of any type of Carriers or Equipments, Stevedoring, Loading, Unloading and Labour Contractor, Port Services, Freight Collecting or Paying Agent of all kinds and classes of Items, Passengers on all routes and lines on National and International level subject to law in force through Land, Road, Railway, Sea, River, Canal, Water or Air.
4. To carry on Business as Manufacturers, Buyers, Sellers, Dealers, Distributors, Commission Agent, Preservers, Indenters, Importers, Exporters, Convertors, Processors of all kinds and classes of all kinds of Commodities, Paper, Equipments, Article, Chemicals, Consumable or Non Consumable or Durable Goods whether in raw material form or finished or Semi-finished form.

RESOLVED FURTHER THAT the Board or the Committee or any one of the Directors of the Company shall be entitled to exercise all such powers and authorities to do all such acts, deeds, matters and things, as may be necessary, relevant, usual, customary and/ or expedient for implementing and giving effect to the aforesaid resolution.”

(2) Voluntary Delisting of Shares from Ahmedabad Stock Exchange Limited :

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to all applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, provisions of the Memorandum of Association and Articles of Association of the Company, the (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as may be amended from time to time or re- enactment thereof for the time being in force (the “SEBI Delisting Regulations”) and such other applicable laws, rules and regulations and guidelines and subject to such approvals, permissions and sanctions, including those from the Stock Exchanges where the equity shares of the Company are listed, as may be necessary, approval of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”) which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this resolution to seek voluntary delisting of the equity shares of the Company from Ahmedabad Stock Exchange Limited, where the equity shares of the Company are listed, in terms of SEBI Delisting Regulations and other applicable provisions of law;

“RESOLVED FURTHER THAT for the purpose of giving effect to the voluntary delisting, the Board be and is hereby authorized to do all such acts, deeds, matters and things at in its sole and absolute discretion it may deem necessary or desirable to give effect to the aforesaid resolution, including making applications to the Stock Exchanges seeking their in- principle and final approval for the proposed voluntary delisting of the equity shares of the Company, and to execute all such deeds and documents and to settle all questions, difficulties and doubts that may arise in this regard, as it may consider necessary and expedient;

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“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred upon it to any Committee of Directors or to any Director or Directors or any other officers / authorized representative of the Company to give effect to this resolution.”

(3) To make investments, give guarantee and provide security in excess of prescribed limit :

To consider and pass, with or without modification(s), the following resolution as a **Special Resolution:-**

“**RESOLVED THAT** in supersession of all the earlier Resolutions passed in this regard, pursuant to section 186 read with section 179(3)(e) & 179(3)(f) of the Companies Act, 2013 and Article of Association of the company, to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and/or acquire by way of subscription, purchase or otherwise the securities of any body corporate up to a limit not exceeding Rs.10 Crores notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Whole Time Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

Place: Ahmedabad
Date : 24.02.2016

**BY ORDER OF THE BOARD OF DIRECTORS
ARIHANT AVENUES AND CREDIT LIMITED**

**K.J.KABRA
MANAGING DIRECTOR
DIN: 00650817**

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NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed Special Business, are appended herein below along with Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (“**NSDL**”)/Central Depository Services (India) Limited (“**CDSL**”) as on Friday, 19th February, 2016.
3. The Company has appointed Mr. Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e- voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e- voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.
5. If a member has voted through e-voting facility, he/she is not required to send the physical postal Ballot Form. However, in case Members cast their vote by physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.
6. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail can seek duplicate Postal Ballot Form from Link Intime India Private Limited, Registrar & Share Transfer Agent, Unit: Arihant Avenues And Credit Limited, 303, Shoppers Plaza-V, Opp. Municipal Market, Off. C. G. Road, Navrangpura, Ahmedabad 380 009 fill in the details and send the same to the Scrutinizer.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins from Friday, 26th February, 2016 and ends on Saturday, 26th March, 2016. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Friday 19th February, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

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- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the Sequence No. printed on Address Slip/email to the members pertaining to the Notice of this AGM.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Arihant Avenues And Credit Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A

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confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) Mr. Umesh Ved, Company Secretary of M/s. Umesh Ved & Associates, (Membership No 4411, CP 2924), Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e- voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

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EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM NO. 1: Change in Main Object Clause of the Company

As you are aware, the Main Object as mentioned in the Memorandum of Association of the Company reflects that the Company is carrying on the business of Financing Activity,

The Board has proposed to diversify and now to carry on Business as Domestic and International General Carriers, Transporter, Owner of any type of Carriers or Equipments, as well as Manufacturers, Buyers, Sellers, Dealers, Distributors, Commission Agent, Preservers, Indenters, Importers, Exporters, Convertors, Processors of all kinds and classes of all kinds of Commodities, Paper, Equipments, Article, Chemicals, Consumable or Non Consumable or Durable Goods whether in raw material form or finished or Semi-finished form.

The proposed business activities can be conveniently and advantageously combined with the existing business of the Company, upon its undertaking.

In order to enable the company to do so, it is required to alter the Object clause of the Memorandum of Association of the Company so as to include the said business

In terms of Section 110 of the companies Act, 2013 and Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies)Management & Administration(Rules, 2014, approval of members by way of special Resolution is sought through postal ballot for alteration of Object Clause of Memorandum of Association of the Company

None of the Directors or key managerial personnel or their relatives are in any way concerned or interested in the proposed resolution except to the extent of their shareholding.

ITEM No: 2 Voluntary Delisting of Shares from Ahmedabad Stock Exchange Limited

According to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "SEBI DELISTING REGULATIONS"), a Company may voluntary delist its equity shares from the Ahmedabad Stock Exchange where its shares are listed.

The Company's Equity Shares are presently listed on the BSE Limited and Ahmedabad Stock Exchange of India Limited.

With the networking of various centers of BSE Limited across the country, the members of the Company have access to online dealings in the Company's Shares from any locations across the country. It is not necessary to continue to list at the Ahmedabad Stock Exchange Limited, if the shares of the Company are already traded at an Exchange having nationwide presence.

There is no trading volumes on the Ahmedabad Stock Exchange Limited since it doesnot provide the trading facilities and no extra benefits are available to the shareholders of the Company by continuing the listing of the Company's Equity Shares on this exchange. The proposed delisting from this Exchange will not adversely affect any investor.

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Apart from financial savings, the proposed delisting will also reduce the repetitive statutory compliances, procedures and formalities.

The Board, after careful considerations, has decided, subject to the approvals of the shareholders, to delist the Company's equity shares from Ahmedabad Stock Exchange Limited.

As required under SEBI Regulations for voluntary delisting by the Company, members' approval by a Special Resolution is required for this purpose and hence the proposed resolution is placed for approval of members.

The above resolution is in the interests of the Company and therefore, recommended by the Board for approval by the shareholders.

None of the Directors of the Company is concerned and /or interested in this resolution except their shareholding.

Item No. 3 : Approval to make investments, give guarantee and provide security in excess of prescribed limit:

As per the provisions under Section 186 read with Section 179(3)(e) & 179(3)(f) a Company cannot make investment, give loan or guarantee or provide any security in excess of the limits set out therein unless it is previously authorized by a special resolution. Hence, it is necessary to obtain approval for the same from the Members by passing a resolution. The funds required for the investment will be sourced through internal accruals, equity proceeds and/or borrowings.

The Company is proposing to make investments in the areas of business of the Company. As a measure of achieving greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects, it is proposed that the Board of Directors be authorized to invest upto Rs. 10 crore in any body corporate by way of subscription and /or purchase of equity/equity related securities and/or debentures, grant of loan, guarantee and/or providing of security from time to time.

Save or except the above, none of the other directors/key managerial personnel of the company/relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions except to the extent of their shareholdings in the company.

Place: Ahmedabad

Date : 24.02.2016

**BY ORDER OF THE BOARD OF DIRECTORS
ARIHANT AVENUES AND CREDIT LIMITED**

**K. J. KABRA
MANAGING DIRECTOR
DIN: 00650817**