



Arfin India Limited

April 22, 2024

To,
The Department of Corporate Services,
BSE Limited,
First Floor,
Phiroze Jeejeebhoy Towers,
- Dalal Street, Mumbai – 400 001

Sub: Notice of Extraordinary General Meeting of Arfin India Limited (the “Company”)

Dear Sir/Madam,

In continuation of our intimation dated April 16, 2024, we are submitting herewith the Notice of Extraordinary General Meeting of the Company (“EGM”). We would like to inform you that the EGM is scheduled to be held on **Wednesday, May 15, 2024, at 11 a.m. (IST)** through Video Conferencing (“VC”) facility / Other Audio Visual Means (“OAVM”) (‘Meeting’).

Pursuant to the provisions of Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), please find enclosed herewith a copy of the Notice dated Tuesday, April 16, 2024, together with the Explanatory Statement thereto, seeking approval of the Members of the Company on the following items of business in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) in this regard.

Sr. No.	Particulars	Type of Resolution
1	To approve special rights granted to “JFE Shoji India Private Limited” in accordance with Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”)	Special Resolution
2	To approve for the adoption of the amended and restated Articles of Association of the Company	Special Resolution

In compliance with the applicable circulars, the Notice is being sent to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with Depositories, Company and/or MCS Share Transfer Agent Limited (“RTA”) as on Friday, April 12, 2024. The aforesaid Notice is also uploaded on the Company’s website i.e., www.arfin.co.in.



Registered & Corporate Office :
Plot No. 117, Ravi Industrial Estate,
B/h. Hotel Prestige, Billeshwarpura, Chhatral,
Tal. - Kalol, Dist. - Gandhinagar - 382729, Gujarat, India.
Ph.: +91-2764-232621 Fax : +91-2764-232620
Email : info@arfin.co.in
CIN No. : L65990GJ1992PLC017460

Plant / Factory :
Plot No. 118 / 1,2,3 & 117 / 3,6,7, Ravi Industrial Estate,
B/h. Hotel Prestige, Billeshwarpura, Chhatral,
Tal. - Kalol, Dist. - Gandhinagar - 382729, Gujarat, India.
Ph. : +91-2764-232620
Fax : +91-2764-232620



Arfin India Limited

In compliance with the provisions of the Companies Act, 2013 and rules framed thereunder, and SEBI LODR Regulations, the Company has fixed the following dates in connection with the EGM:

Cut-off date to vote on EGM Resolution	Wednesday, May 08, 2024
Commencement of remote e-voting	Saturday, May 11, 2024- 9.00 AM (IST).
Closure of remote e-voting	Tuesday, May 14, 2024- 5.00 PM (IST)
EGM	Wednesday, May 15, 2024-11:00 A.M. (IST)

Please take the same on your record.

Yours faithfully,

For, Arfin India Limited



Saloni Ghanshyam Hurkat
Company Secretary & Compliance officer
M. No-A67713

Encl: As above

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Plot No. 117, Ravi Industrial Estate,
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ARFIN INDIA LIMITED
(CIN: L65990GJ1992PLC017460)

Registered & Corporate Office: Plot No.117, Ravi Industrial Estate, Behind Prestige Hotel, Billeshwarpura, Chhatral, Gandhinagar-382729 Gujarat, India

Tel: +91-2764 232621 **Fax:** +91-2764 232620

Web: www.arfin.co.in **Email:** info@arfin.co.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of Arfin India Limited (the “Company”) will be held on Wednesday, May 15, 2024, at 11 a.m. through Video Conferencing (“VC”) facility / Other Audio Visual Means (“OAVM”) to consider and transact the following business:

Special Business:

Item No. 1: To approve special rights granted to “JFE Shoji India Private Limited” in accordance with Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”)

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

“RESOLVED THAT pursuant to the requirements prescribed under Regulation 31B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”) and rules made thereunder (including any statutory modifications or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, in any, for the time being in force), subject to the completion of the closing formalities of the transactions contemplated under the share subscription agreement dated Monday, March 18, 2024, the consent and approval of the Members of the Company be and is hereby accorded to the Company to give effect to various rights provided to JFE Shoji India Private Limited (“Allottee”) as per the Shareholders' Agreement dated Monday, March 18, 2024 executed and entered amongst the Company, JFE Shoji India Private Limited and Mr. Mahendra R. Shah, Mr. Jatin M. Shah, Mrs. Pushpaben Mahendrakumar Shah, Mrs. Rani Jatin Shah (“SHA”) and Share Subscription Agreement dated Monday, March 18, 2024 executed and entered amongst the Company, JFE Shoji India Private Limited and Mr. Mahendra R. Shah, Mr. Jatin M. Shah, Mrs. Pushpaben Mahendrakumar Shah, Mrs. Rani Jatin Shah (“SSA”) which would be effective from the closing date of SHA and SSA.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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 or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

Item No. 2: To approve for the adoption of the amended and restated Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modifications or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force) and such other approvals, as may be required from the relevant governmental authorities, if any, subject to the completion of the closing formalities of the transactions contemplated under the share subscription agreement dated Monday, March 18, 2024, the consent and approval of the Members of the Company be and is hereby accorded to the Company to amend and replace the existing Articles of Association of the Company with the amended Articles of Association of the Company inter alia incorporating the key terms of the Shareholders' Agreement dated Monday, March 18, 2024 executed and entered amongst the Company, JFE Shoji India Private Limited and Mr. Mahendra R. Shah, Mr. Jatin M. Shah, Mrs. Pushpaben Mahendrakumar Shah, Mrs. Rani Jatin Shah (“**SHA**”) and Share Subscription Agreement dated Monday, March 18, 2024 executed and entered amongst the Company, JFE Shoji India Private Limited and Mr. Mahendra R. Shah, Mr. Jatin M. Shah, Mrs. Pushpaben Mahendrakumar Shah, Mrs. Rani Jatin Shah (“**SSA**”) and other consequential amendments to align the Articles with the provisions of the Act and rules made thereunder, effective from the date of completion of the closing formalities of the transactions contemplated under the SSA.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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 or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

**By Order of the Board of Directors,
For, Arfin India Limited**

Sd/-
Saloni Ghanshyam Hurkat
Company Secretary & Compliance Officer
M. No-A67713

Reg. Plot No. 117, Ravi Industrial Estate,
Behind Prestige Hotel, Billeshwarpura, Chhatral,
Kalol, Gandhinagar-382729, Gujarat, India.
Phone: +91-2764-232621, Fax: +91-2764-232620
Email: investors@arfin.co.in
CIN: L65990GJ1992PLC017460, **Website:** www.arfin.co.in

Place: Chhatral
Date: April 16, 2024

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), setting out all material facts relating to the resolutions for Item No. 1 and 2 in Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. The Board of Directors of the Company, at its meeting held on Tuesday, April 16, 2024 has appointed Mr. Kamlesh M. Shah, proprietor of M/s. Kamlesh M. Shah & Co., Practicing Company Secretary, Ahmedabad (ICSI membership number: ACS 8356, certificate of practice number: 2072), who in the opinion of the Board is a duly qualified person as a scrutinizer to scrutinize the voting processes in a fair and transparent manner. The Scrutinizer shall submit his report of the votes cast in favour or against, if any, to the Chairman of the Company.
3. The Scrutinizer shall after the receipt of assent or dissent of the Members on or before Wednesday, May 15, 2024, and after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before Friday, May 17, 2024. The Result shall be announced by the Chairman of the Company on or before Friday, May 17, 2024 (**within 2 working days of EGM**) at the Company’s website www.arfin.co.in and on the website of NSDL and shall also be communicated to the stock exchange. The resolutions will be taken as passed effectively on the date of EGM.
4. As the EGM is conducted through VC/OAVM, the facility to appoint Proxy by the members is not available for this EGM and hence the proxy form and attendance slip including route map are not annexed to this notice.
5. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 kshahcs@yahoo.co.in with a copy marked to evoting@nsdl.co.in and investor@arfin.co.in. 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 “**e-Voting**” tab in their login.
6. In the case of joint holders attending the meeting, only such joint holder who is high in the order of names will be entitled to vote at the meeting.
7. Members may also note that the Notice of EGM is available on the Company’s website i.e., www.arfin.co.in, on the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com. All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Act shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at investors@arfin.co.in.
8. As per the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 21, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023 (“**the MCA Circulars**”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (collectively referred to as “**SEBI Circulars**”) and pursuant to Section 101 of the Act read with

relevant rules made thereunder, this EGM is being convened to be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM. Notice of EGM is being sent only through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository.

9. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI LODR Regulations, and other applicable laws, and General Circular No. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020 respectively and other circulars further issued, if any, respectively by the Ministry of Corporate Affairs, the company is pleased to offer e-voting facility to its Members holding Equity Shares as on Wednesday, May 08, 2024, being the cut-off date, to exercise their right to vote electronically on the above resolutions.
10. This facility is arranged by the National Securities Depository Limited (“NSDL”). The instructions for e-voting are given in this Notice. **E-voting will commence on Saturday, May 11, 2024, at 9:00 a.m. and will end on Tuesday, May 14, 2024, at 5:00 p.m.** E-voting shall not be allowed beyond the said date and time.
11. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below in **Point THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING** for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “**Join General Meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login, where the **EVEN i.e.** 128396 of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
12. During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, May 08, 2024 i.e. cut-off date, may cast their vote electronically. Those members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e- Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM. Any recipient of the Notice, who has no voting rights as on cut-off date, shall treat this notice as information only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
13. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI LODR Regulations, the details about this Notice will be published in one English newspaper having a wide circulation in India (in the English language) and one vernacular newspaper having a wide circulation in Gujarat (in the Gujarati language).
14. Members seeking any information or clarification on any items mentioned in the Notice are requested to send written queries to the Company, at least 10 days before the date of the meeting mentioning their demat account number/folio number, name, email id, mobile number at investors@arfin.co.in or cs@arfin.co.in to enable the management to keep the required information available at the meeting.
15. The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 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 EGM without restriction on account of first come first served basis.

16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contract or Arrangements in which directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members at the EGM. All documents referred to in the notice of EGM will also be available for electronic inspection without any fees by the members during the working hours on any working day, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 4.00 p.m. till the date of EGM. Members seeking to inspect such documents can send an email to investors@arfin.co.in.
17. 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 i.e., Wednesday, May 08, 2024, only shall be entitled to avail of the facility of e-voting.
18. Securities of listed companies would be transferred in dematerialized form only w.e.f. April 1, 2019. Given the same, Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard. SEBI has mandated the submission of a Permanent Account Number (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 RTA of the Company.
19. To use natural resources responsibly, we request shareholders to update their e-mail addresses with their Depository Participants to enable the Company to send communications electronically.
20. Members attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI LODR Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and in terms of SEBI vide Circular no. SE SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circular issued, if any in relation to e-Voting facility provided by listed entities, the members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice.

The remote e-voting period begins on Saturday, May 11, 2024, at 9:00 a.m. and will end on Tuesday, May 14, 2024, at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members holding shares either in physical form or in dematerialized form, as on **Wednesday, May 08, 2024 i.e. cut-off date**, may cast their vote electronically. Those members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM. Any recipient of the Notice, who has no voting rights as on cut-off date, shall treat this notice as information only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

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



Step 1: Access to NSDL e-Voting system

(a) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of 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 number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ul style="list-style-type: none"> • Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period • If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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 company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open 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 e-Voting system is launched, click on the icon “Login” which is available under ‘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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in 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 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 128396 then user ID is 128396001***

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 login and cast your vote.
- b) If you are using 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'?
 - (A) 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 from 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, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (B) If your email ID is not registered, please follow steps mentioned below in **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:

- (1) 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.
- (2) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- (3) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- (4) 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 on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- (A1) 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 is in active status.
- (A2) Select “EVEN: 128396” of company for which you wish to cast your vote during the remote e-Voting period.
- (A3) Now you are ready for e-Voting as the Voting page opens.
- (A4) 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.
- (A5) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (A6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (A7) Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

General Guidelines for shareholders

- (a) It is strongly recommended not to share your password with any other person and 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 to reset the password.
- (b) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

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

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 investors@arfin.co.in. Members may write to RTA of the Company on the email id mcsstaahmd@gmail.com.

- (B1) 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 investors@arfin.co.in.
- (B2) 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

investors@arfin.co.in. 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 for Individual shareholders holding securities in demat mode.**

- (B3) Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- (B4) In terms of 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 e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN: 128396 of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@arfin.co.in. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions during the EGM may use chat facility to raise question to moderator. The moderator then will ask one by one questions during the meeting. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as speaker shareholder will only be allowed to express their views/ ask questions during the meeting. Shareholders who would like to express their view/ ask question during the meeting may register themselves as speaker shareholders and may send their request mentioning name, mobile number, folio number, email id at investors@arfin.co.in. Shareholders who have registered themselves as speaker shareholders will only be allowed to express their views/ask questions during the meeting.
7. The company reserves the right to restrict the number of questions and number of speakers as appropriate for the smooth proceeding of the EGM.

- (1) 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 of Wednesday, May 08, 2024.
- (2) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, May 08, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA (MCS Share Transfer Agent Limited) at mcsstaahmd@gmail.com. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- (3) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- (4) Mr. Kamlesh M. Shah, proprietor of M/s. Kamlesh M. Shah & Co., Practicing Company Secretary, Ahmedabad (ICSI membership number: ACS 8356, certificate of practice number: 2072) has been appointed as Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (5) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting. Only those members / shareholders, who will be present in the EGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM. Members who have voted through Remote e- Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM. shall be the same person mentioned for Remote e-Voting.
- (6) 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 two days of the conclusion of the EGM, 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.
- (7) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.arfin.co.in, on the website of Stock Exchange i.e. BSE Limited and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

**By Order of the Board of Directors,
For, Arfin India Limited**

**Sd/-
Saloni Ghanshyam Hurkat
Company Secretary & Compliance Officer
M. No-A67713**

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Behind Prestige Hotel, Billeshwarpura, Chhatral,
Kalol, Gandhinagar-382729, Gujarat, India.
Phone: +91-2764-232621, Fax: +91-2764-232620
Email: investors@arfin.co.in
CIN: L65990GJ1992PLC017460, **Website:** www.arfin.co.in
Place: Chhatral
Date: April 16, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT

The following Explanatory Statement sets out the relevant information as required by Section 102 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI LODR Regulations”) as may be amended, modified, replaced, substituted, re-stated and/or re-issued from time to time in respect of items given in the Notice that require approval of the Members.

Item No. 1: To approve special rights granted to “JFE Shoji India Private Limited” in accordance with Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”)

The share subscription agreement (“SSA”) and Shareholders' Agreement (“SHA”) was executed on March 18, 2024, amongst the Company, JFE Shoji India Private Limited (“Allottee”), and Mr. Mahendra R. Shah, Mr. Jatin M. Shah, Mrs. Pushpaben Mahendrakumar Shah and Mrs. Rani Jatin Shah (collectively, the “Promoters”) (together referred as “Parties”) *inter alia* in relation to the investment terms and rights and obligations of the Allottee as a shareholder. Further, the terms and conditions restated in amended Articles of Association of the Company is placed for approval of shareholders at Item No. 2 of this notice.

Regulation 31B of the SEBI LODR Regulations requires that any Special Rights granted to the shareholders of the Company shall be approved by the shareholders of the Company by way of a Special Resolution once in every five years starting from the date of such grant.

In view of the above, the Board seeks the consent of the Shareholders by way of a Special Resolution, in accordance with the requirements of Regulation 31B of the SEBI LODR Regulations (including any statutory modifications or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), subject to the completion of the closing formalities of the transactions contemplated under the SSA.

A copy of SSA and SHA, would be available for inspection, by the Shareholders without any fee, only through electronic mode during the working hours on any working day, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 4.00 p.m. till the date of EGM. The aforesaid document will also be accessible for inspection during the EGM through electronic mode.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

The Board, accordingly, recommends passing of the Special Resolution as set out in this Notice, for the approval of the members of the Company.

Item No. 2

To approve for the adoption of the amended and restated Articles of Association of the Company

The share subscription agreement (“SSA”) and Shareholders' Agreement (“SHA”) was executed on March 18, 2024, amongst the Company, JFE Shoji India Private Limited (“Allottee”), and Mr. Mahendra R. Shah, Mr. Jatin M. Shah, Mrs. Pushpaben Mahendrakumar Shah and Mrs. Rani Jatin Shah (collectively, the “Promoters”) (together referred as “Parties”). Pursuant to the terms and conditions set out under the aforementioned SHA and SSA, the Company is required to amend and adopt its restated Articles of Association to reflect the provisions of SHA and SSA. Therefore, it is proposed to

adopt the restated Articles of Association of the Company to incorporate the relevant provisions of the SHA and SSA into the Articles of the Company and adopt the same.

The Board of Directors of the Company at their meeting held on **Tuesday, April 16, 2024**, considered and approved the alteration of and adoption of restated Articles of Association of the Company (to be effective on the completion of the Share Subscription Agreement), *inter alia* to incorporate certain provisions of the SHA and to align certain articles with the extant provisions of the Companies Act, 2013, the rules framed thereunder and other applicable laws,.

The amended and restated Articles of Association is available on the following link:
<https://arfin.co.in/pdf/policies-disclosures/other-disclosures/article-of-association-for-shareholders-approval.pdf>

Section 5 and 14 of the Act, requires approval of the Members of the Company by way of a Special Resolution for entrenchment in and alteration of the Articles of Association of the Company. Accordingly, the approval of the Members is sought to consider and approve amendment in Articles of Association to incorporate the terms and conditions set out in SHA and SSA and to adopt the same.

A draft copy of the restated Article of Association of the Company would also be available for inspection by the Members at the Registered Office during the working hours on any working day, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 4.00 p.m. till the date of EGM. The aforesaid document will also be accessible for inspection during the EGM through electronic mode.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company.

The Board, accordingly, recommends passing of the Special Resolution as set out in this Notice, for the approval of the members of the Company.

**By Order of the Board of Directors,
For, Arfin India Limited**

Sd/-
Saloni Ghanshyam Hurkat
Company Secretary & Compliance Officer

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Email: investors@arfin.co.in
CIN: L65990GJ1992PLC017460, **Website:** www.arfin.co.in

Place: Chhatral
Date: April 16, 2024