

3rd March, 2022

To,
The Department of Corporate Services,
Bombay Stock Exchange Limited.,
P J Towers, Dalal Street,
Mumbai- 400001
Scrip Code: 511605

To,
Listing Department,
National Stock Exchange of India
Limited.,
Exchange Plaza 5th Floor,
Plot No. C/1, G- Block, Bandra Kurla
Complex, Bandra (E), Mumbai -
400051
NSE Symbol- ARIHANTCAP

Sub: Submission of Notice of Extra-ordinary General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. We are enclosing herewith Notice of Extra-ordinary General Meeting of the Company to be held on Saturday, March 26, 2022 at 11:00 a.m. through Video Conferencing / Other Audio Visual Means. The aforesaid notice will be circulated to all eligible shareholders through electronic means and also available on the website of the Company at <https://www.arihantcapital.com/>.

This is for your information and record.

Thanking you,

Yours faithfully,

For Arihant Capital Markets Limited



Mahesh Pancholi
(Company Secretary)
M. No. F-7143



ARIHANT CAPITAL MARKETS LTD.
Member of NSE, BSE, NSDL, CDSL

Reg. Office : 6 Lad Colony, Y. N. Road, Indore-452 003 T: +91-731-4217100

Corp. Office: #1011, Solitaire Corporate Park, Building No. 10, 1st Floor, Andheri Ghatkopar Link Road, Chakala, Andheri (E), Mumbai-400093

T: +91-22-67114800, +91-22-42254800

CIN: L67120MP1992PLC007182

W: www.arihantcapital.com E: contactus@arihantcapital.com



NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting for the financial year 2021-2022 (“EGM”) of the members of Arihant Capital Markets Limited (“the Company”) will be held on Saturday, March 26, 2022 at 11.00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). The venue of the EGM shall be deemed to be the registered office of the Company. The following special businesses will be transacted at the EGM:

SPECIAL BUSINESSES:

1. SUB-DIVISION/SPLIT OF EQUITY SHARES OF THE COMPANY FROM FACE VALUE OF ₹5/- PER EQUITY SHARE TO FACE VALUE OF ₹1/- PER EQUITY SHARE.

To consider and, if thought fit, to pass, with or without modifications, the following resolution(s) as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 61(1)(d) read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authorities or bodies, the consent of the members of the Company be and is hereby accorded for sub-division of 1 (one) equity share of the Company having a face value of ₹ 5/- (Rupees five only) each fully paid up into 5 (five) equity shares having a face value of ₹1/- (Rupees one only) each fully paid up.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, the authorized, issued, subscribed and paid-up equity share capital of 1 (one) equity share of the face value of ₹5/- (Rupees five only) each shall stand sub-divided into 5 (five) equity shares having a face value of ₹1/- (Rupees one only) each from the record date as may be fixed by the Company and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up equity share of ₹5/- (Rupees five only) each of the Company and in case of the equity shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the depository participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

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RESOLVED FURTHER THAT upon the sub-division of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of ₹5/- each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the record date and the Company may without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) subject to provisions of Companies (Share Capital and Debentures) Rules, 2014 and in case of the Equity Shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any director and/or any other key managerial personnel of the Company be and are 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 accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the subdivision of equity shares including but not limited to fixing record date, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the sub-division of equity shares including execution and filing of all the relevant applications, writings, deeds and documents with the stock exchange(s) where the shares of the Company are listed, depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, to pass, with or without modifications, the following resolution(s) as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the Section 13, Section 61 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof for the time being in force), and the rules framed thereunder and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authorities or bodies, if any, the approval of the members of the Company be and is hereby accorded for amendment of the existing Clause V of the Memorandum of Association of the Company by substituting with the following clause:

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V. The authorised share capital of the Company is ₹12,50,00,000 (Rupees twelve crore fifty lakhs only) divided into 12,50,00,000 Equity Shares of ₹1 each, with the rights, privileges and conditions attaching there to as are provided by the Articles of Association of the Company and with power to increase or reduce the capital and to consolidate, divide or subdivided the shares in the capital for the time being into several classes and to attach there to respectively such preferential deferred, qualified special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such a manner as may be permitted by the Companies Act, 1956/2013, or provided in the Articles of Association of the company for the time being.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (“the Board”) 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 execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board to any director(s) or any other key managerial personnel of the Company as may be required in order to give effect to the aforesaid resolution.”

By order of the Board of Directors

Date: 03.03.2022
Place: Indore

Sd/-
Mahesh Pancholi
Company Secretary

Notes:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 (“the Act”), in respect of the special businesses mentioned in the Notice of this Extra-ordinary General Meeting (“EGM”) (“Notice”) is annexed hereto.

In view of the situation arising out of Covid-19 global pandemic, the Ministry of Corporate Affairs vide its circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 8, 2021 (“MCA Circulars for General Meetings”) and SEBI vide its circulars dated May 12, 2020 and January 15, 2021 (“SEBI Circulars for General Meetings”), permitted the holding of general meetings through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), MCA Circulars for General Meetings and SEBI

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Circulars for General Meetings, EGM of the Company is being held through VC / OAVM. In view of the same, members can attend and participate in the EGM through VC / OAVM.

As this EGM is being held pursuant to the MCA Circulars for General Meetings and SEBI Circulars for General Meetings through VC / OAVM, the facility to appoint proxy will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, a Body Corporate is entitled to appoint authorised representative to attend the EGM through VC / OAVM and participate thereat and cast their votes through e-voting.

As this EGM will be held through VC / OAVM, the route map is not annexed to this Notice.

2. Institutional / corporate shareholders (i.e. other than individual / HUF, NRI etc.) are required to send a scanned copy of (PDF / JPG format) of its Board or governing body resolution / authorization etc. authorizing the representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution / authorization shall be sent to the company secretary by email on its registered email address to mahesh.pancholi@arihantcapital.com with a copy marked to helpdesk.evoting@cdslindia.com.

3. In case of joint holders, the members 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 at the EGM.

4. Members who have not registered their e-mail address so far are requested to register their e-mail addresses for receiving all communications including annual report, notices, circulars, etc. from the Company electronically.

The email addresses can be registered with the Depository Participant ("DP") in case the shares are held in electronic form and with the Registrar and Transfer Agents of the Company ("RTA") in case the shares are held in physical form.

Members are requested to take a note of the SEBI Circular dated November 3, 2021 and clarification issued by SEBI dated December 14, 2021 on 'Common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and nomination'. As per the said SEBI Circular, all members holding shares in physical form are mandatorily required to update their PAN, KYC details and nomination with the Company / RTA. In case any of these details are not updated, the shares will be frozen. Said SEBI Circular and the prescribed forms for updating these details are uploaded on the website of the Company www.arihantcapital.com.

Members may also note that the notice will also be available on the Company's website, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and Central Depository Services (India) Limited ("CDSL") at www.arihantcapital.com, www.bseindia.com, www.nseindia.com and www.cdslindia.com / www.evotingindia.com respectively. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in

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physical form, upon making a request for the same free of cost. For any communication, the members may also send requests to the Company's email id maresh.pancholi@arihantcapital.com.

5. The register of members, beneficial owner and share transfer books of the Company will remain closed from Sunday, March 20, 2022 to Saturday, March 26, 2022 both days inclusive for the purpose of Extra-ordinary General Meeting.

6. E-Voting (voting through electronic means):

i) The businesses as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and Secretarial Standards on General Meetings, in compliance with regulation 44 of the Listing Regulations and pursuant to the MCA Circulars for General Meetings and the SEBI Circulars for General Meetings, the Company is pleased to offer the facility of voting through electronic means, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with CDSL to facilitate the members to cast their votes from a place other than venue of the EGM ("remote e-voting"). The facility for voting shall be made available during the EGM through electronic voting and the members participating in the EGM who have not cast their vote by remote e-voting shall be able to exercise their rights during the EGM. The facility of casting votes by a member using remote e-voting as well as venue e-voting system on the date of the EGM will be provided by CDSL.

In terms of provisions of section 107 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the EGM.

ii) In view of the massive outbreak of the COVID-19 pandemic, social distancing norms to be followed and pursuant to the MCA Circulars for General Meetings and the SEBI Circulars for General Meetings, physical attendance of the members at the EGM venue is not required and EGM can be held through VC / OAVM.

iii) The members can join the EGM through the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the EGM 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 be in addition to large members (members 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.

iv) The attendance of the members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.

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v) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Saturday, March 19, 2022, being the cut-off date shall be entitled to avail the facility of remote e-voting or voting during the EGM. Persons who are not members as on the cut-off date, but have received this notice, should treat receipt of this notice for information purpose only. The members who have cast their vote by remote e-voting prior to EGM may also attend the EGM, but shall not be entitled to cast their vote again.

The members whose names appear in the register of members / list of beneficial owners as on Saturday, March 19, 2022 are entitled to vote on resolutions set forth in the notice. Eligible members who have acquired shares after sending the notice electronically and holding shares as on the cut-off date may follow the procedure provided below to login for e-voting and joining the virtual meeting.

vi) Process for those members, whose email ids/mobile numbers are not registered with the Company/depositories:

I. Members holding shares in physical mode-please provide necessary details like folio no., name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar Card (self-attested scanned copy of Aadhar Card) by email to Company / RTA email id.

II. Members holding shares in demat mode-please update your email id and mobile number with your respective DP which is mandatory for e-voting and joining the EGM through VC/OAVM through Depository.

vii) Instructions for members for remote e-voting, e-voting during EGM and joining the EGM through VC/OAVM are as under:

I. The remote e-voting period commences at 9:00 a.m. (IST) on Wednesday, March 23, 2022 and ends at 5:00 p.m. on Friday, March 25, 2022. During this period, members of the Company, holding shares either in physical mode or in dematerialized mode, as on the cut-off date i.e. Saturday, March 19, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

II. The members who have already voted prior to the EGM date would not be entitled to vote during the EGM.

III. Pursuant to SEBI Circular No. SEBI/HO/FD/CMD/CIR/P/2020/242 dated December 9, 2020, under regulation 44 of the Listing Regulations, listed companies are required to provide remote e-voting facility to its members in respect of all member's resolutions.

Currently there are multiple e-voting service providers ("ESPs") providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.

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In order to increase the efficiency of the voting process, pursuant to a public consultation, SEBI has decided to enable e-voting for all the demat account holders by way of a single login credential, through their demat accounts / websites of depositories / DPs. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication, but also enhancing ease and convenience of participating in e-voting process.

IV. In view of the aforesaid SEBI Circular dated December 9, 2020, individual members holding shares in demat mode are allowed to vote through their demat account maintained with depositories and DPs. **Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.**

Pursuant to the aforesaid SEBI Circular dated December 9, 2020, login method for e-voting and joining virtual meeting for individual shareholders holding shares in demat mode is given below:

Type of members	Login methods
Individual member holding shares in demat mode with CDSL	<p>1) Users who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login, the Easi / Easiest user will be able to see the e-voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-voting service provider i.e. CDSL / NSDL / KFinTech / Link Intime as per information provided by issuer / Company. Additionally, we are providing links to ESPs, so that the user can visit the e-voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email ID as recorded in the Demat Account. After successful authentication, user will be provided the link for the respective ESP where the e-voting is in progress during or before the EGM.</p>

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<p>Individual member holding shares in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual member (holding shares in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your DPs registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you 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 name and you will be redirected to e-voting service provider’s website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>



Important note: Members who are unable to retrieve user ID / password are advised to use forgot user ID and forgot password option available at the above-mentioned website.

Helpdesk for individual members holding securities in demat mode for any technical issues related to login through depository i.e. CDSL and NSDL

Login Type	Helpdesk Details
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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30.

V. Login method for e-voting and joining virtual meeting for members other than individual members holding shares in demat mode and physical members is as under:

1. The members should log on to the remote e-voting website www.evotingindia.com.
2. Click on “Shareholders”.
3. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 character DP ID followed by an 8 digit client ID
 - c. Members holding shares in physical form should enter the folio number registered with the Company

OR

Alternatively, if you are registered for **CDSL’s EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from login myeasi using your login credentials. Once you successfully login to CDSL’s **EASI/EASIEST** e-services, click on e-voting option and proceed directly to cast your vote electronically.

4. Next enter the image verification as displayed and click on login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com previously to vote for an earlier voting of any company, then your existing password has to be used.
6. If you are a first time user follow the steps given below:

	For members holding shares either in demat form (other than individual) or in physical form
PAN	Enter your 10 digit alpha–numeric PAN issued by Income Tax Department (applicable for both, members holding shares in demat mode and members holding shares in physical mode).

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<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<p>Enter the dividend bank details or date of birth (DOB) (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>* If both 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 (5).</p>
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7. After entering these details appropriately, click on “SUBMIT” button.

8. Members holding shares in physical form will then directly reach the “Company selection” screen. However, members holding shares in demat mode will now reach the “Password creation” menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company in 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.

9. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10. Click on the EVSN for ARIHANT CAPITAL MARKETS LIMITED on which you choose to vote.

11. 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.

12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.

13. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A 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.

14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

15. You can also take a print of the vote cast by clicking on “Click here to print” option on the voting page.

16. If a demat account holder has forgotten the login password then they can enter the user ID and the image verification code and click on “Forgot Password” and enter the details as prompted by the system.

17. Note for non-individual members and custodians

- Non-individual members (i.e. other than Individuals, HUF, NRI, etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 users would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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.
- Alternatively, non-individual members are required to send the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatories who are authorised to vote, to the scrutinizer and to the Company, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending EGM & e-voting from the e-voting system, 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 or contact Mr. Rakesh Dalvi (022-23058542/43)

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, CDSL, A, Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

A member can opt for only one mode of voting i.e. either through remote e-voting or e-voting during the EGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail.



The Company has appointed **Mr. Virendra G Bhatt, Practicing Company Secretary** (Membership No.1157, CP No.124), to act as the scrutinizer for conducting the e-voting and remote e-voting process in a fair and transparent manner.

The scrutinizer will submit his report to the chairman after completion of the scrutiny. The result of the voting on the resolutions mentioned in the notice shall be announced by the chairman or any other person authorised by him immediately after the results are declared.

The results declared along with the scrutinizer's report, will be posted on the website of the Company www.arihantcapital.com and on the website of the CDSL www.cdslindia.com and will be displayed on the notice board of the Company at its registered office immediately after the declaration of the results by the chairman or any other person authorised by him and communicated to the stock exchanges.

viii. Instructions for members attending the EGM through VC / OAVM and e-voting during EGM are as under:

I. The procedure for attending the EGM and e-voting on the day of EGM is same as the instructions mentioned above for remote e-voting.

II. The link for VC / OAVM to attend EGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.

III. Members who have voted through remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote during the EGM.

IV. Members are encouraged to join the EGM through laptops / Ipads for better experience.

V. Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

VI. 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.

VII. Members who would like to express their views/ask questions during the EGM may register themselves as a speaker by sending their request in advance at least 7 days prior to the EGM mentioning their name, demat account number / folio number, email id, mobile number at the Company's email ID. The members who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to the EGM mentioning their name, demat account number / folio number, email id, mobile number at the Company's email ID. These queries will be replied to by the Company suitably by email.

ARIHANT CAPITAL MARKETS LIMITED
(CIN: L67120MP1992PLC007182)

Regd. Off. : 6, Lad Colony YN Road, Indore - 452 001 Tel.: +91-731-4217100 Fax: +91-731-3016199
Email: contactus@arihantcapital.com Website: www.arihantcapital.com



VIII. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.

IX. Only those members, who are 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 available during the EGM.

X. If any votes are cast by the members through the e-voting available during the EGM and if the same members have not participated in the EGM through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the EGM is available only to the members attending the EGM.

Request to the members:

Members desiring any relevant information pertaining to the resolutions during the EGM are requested to write to the Company at least seven days in advance of the date of EGM through email on mahesh.pancholi@arihantcapital.com. The same will be replied by the Company suitably.

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EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT"):

The following statement sets out all material facts relating to the special businesses under Item Nos. 1 to 2 of the accompanying notice.

The share price of the Company has appreciated significantly since its listing on the stock exchanges (i.e. on National Stock Exchange of India Limited and BSE Limited), backed by credible performance of the Company over the years coupled with the general positive economic environment. However, the shares of the Company are very thinly traded on the stock exchanges. With a view to encourage wider participation of retail investors by making it more affordable for them and to enhance the liquidity of equity shares of the Company in the stock market, the Board of Directors of the Company at their meeting held on March 3rd, 2022, pursuant to the provisions of Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approved the sub-division/split of the equity shares of the Company from the face value of ₹5/- per share to face value of ₹1/- per share, subject to approval of the members and such other approvals as may be required.

Article 102 of the Articles of Association of the Company provides the authority to the Company to sub-divide/split the share capital of the Company.

The record date for the aforesaid sub-division of equity shares shall be fixed by the Board (which expression shall also include any committee thereof or any other person(s) as may be authorized by the Board in that behalf) after the approval of the shareholders is obtained for the proposed sub-division.

Presently, the authorized share capital of the Company is ₹12,50,00,000 /- (Rupees twelve crore fifty lakhs only) divided into 2,50,00,000 (two crore fifty lakhs) equity shares of ₹5/- each and the issued, subscribed and paid-up share capital of the Company is ₹10,41,12,800/- (Rupees ten crore fourty one lakhs twelve thousand eight hundred only) divided into 2,08,22,560 (two crore eight lakh twenty two thousand five hundred sixty) equity shares of ₹5/- each.

The Board of Directors at their meeting held on March 3rd, 2022, pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, consequential to the aforesaid sub-division/split of face value of the equity shares of the Company, also approved the alteration and substitution to the existing Clause V of the Memorandum of Association ("MOA") of the Company to reflect the corresponding changes in the authorised share capital of the Company, subject to approval of the members and such other approvals as may be required, with the following new Clause V.

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V. The authorised share capital of the Company is ₹12,50,00,000 (Rupees twelve crore fifty lakhs only) divided into 12,50,00,000 Equity Shares of ₹1 each, with the rights, privileges and conditions attaching there to as are provided by the Articles of Association of the Company and with power to increase or reduce the capital and to consolidate, divide or subdivide the shares in the capital for the time being into several classes and to attach there to respectively such preferential deferred, qualified special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such a manner as may be permitted by the Companies Act, 1956/2013, or provided in the Articles of Association of the company for the time being.

The proposed sub-division/split of equity shares of the Company will not result in any change in the total amount of authorized and paid-up share capital of the Company.

As per Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied Rules framed thereunder, the sub-division/split of equity share and as per Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 alteration of Clause V of the Memorandum of Association of the Company requires approval of the shareholders of the Company by way of an ordinary resolution.

Accordingly, approval of the members of the Company is sought for sub-division/split of the equity shares of the Company from the face value of ₹5/- per share to face value of ₹1/- per share and also for alteration and substitution of Clause V of the Memorandum of Association of the Company to reflect the corresponding changes in the authorised share capital of the Company consequent to the sub-division/split of face value of equity shares of the Company.

The existing MOA of the Company as well as the MOA with the proposed amendments will be available for online inspection on all days except for Saturday and Sunday till the last date of remote voting i.e., March 25, 2022.

The Board recommends the resolution set forth in Item No. 1 and 2 of the notice for approval of the members by way of an ordinary resolution in the best interest of the Company.

None of the directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No.1 and 2 of the notice, except to the extent of their shareholding in the Company, if any.

By order of the Board of Directors

Date: 03.03.2022

Place: Indore

Sd/-

**Mahesh Pancholi
Company Secretary**

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