

Notice

Notice is hereby given that the Twenty fourth Annual General Meeting (AGM) of the members of Arihant Capital Markets Limited will be held on **Saturday, 17th September, 2016 at 12:30 p.m.** at **Hotel President**, 163, R.N.T. Marg, Indore (M.P.)-452001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) The audited standalone Financial statement of the company for the financial year ended March 31, 2016, and the Reports of the Board of Directors and Auditors Report thereon; and
 - (b) The audited consolidated financial statements of the company for the financial year ended March 31, 2016 together with Auditors Report.
2. To confirm the payment of Interim Dividend declared by the Board of Directors on 10th March, 2016 on Equity shares as Interim Dividend for the Financial Year ended March 31, 2016.
3. To appoint a director in place of Mr. Sunil Kumar Jain (DIN: 00184860), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of the sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s Arora, Banthia & Tulsian, Chartered Accountants (Firm registration no. 007028C), be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Company on such remuneration as agreed upon by the Board of Directors and Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in connection with the audit of accounts of the Company for the financial year ending March 31, 2017.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS

5. **To Consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:**

RE-APPOINTMENT OF MRS. ANITA S. GANDHI AS A WHOLE TIME DIRECTOR:

“RESOLVED THAT subject to the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the companies Act and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded for the re-appointment of Mrs. Anita Surendra Gandhi, Whole Time Director of the Company for a period of two year with effect from 1st February, 2016.

RESOLVED FURTHER THAT the salary and perquisites (including allowances) payable or allowable to the Whole Time Director be as follows:

Basic Salary: ₹1, 90,000 per month.

Housing: Furnished/Unfurnished accommodation or House Rent Allowance in lieu thereof not exceeding 40% of the Basic salary.

Conveyance: company will reimburse actual conveyance and traveling expenses incurred.

Performance Pay: Such amount as may be determined by the Nomination and Remuneration Committee, not exceeding 2 times of the basic salary.

Mrs. Gandhi prior to her appointment as Whole Time Director in the Company, in her capacity as an employee of the Company shall be eligible for Stock Options, as and when the event happens.



Provided that the remuneration payable by way of salary, perquisites, performance pay, other allowances and benefits does not exceed the limits laid down in Section 197 of the Companies Act, 2013, including any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company may pay to the Whole Time Director, the above remuneration as the minimum remuneration for a period not exceeding two year by way of salary, perquisites, performance pay, other allowances and benefits as specified above subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the nature of employment of the Whole Time Director with the Company shall be contractual and services can be discontinued by giving one month's notice from either party.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include Nomination and Remuneration Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorized to vary, increase, enhance, or widen from time to time the terms of appointment and remuneration of the Whole Time Director and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

RESOLVED FURTHER THAT Mrs. Anita S. Gandhi shall not be entitled to any sitting fees for attending meetings of the Board and/ or Committee of Directors her office shall be liable to determination by retirement of Directors by rotation."

6. To Consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

REGULARISATION OF ADDITIONAL DIRECTOR, MR. PAVAN KUMAR VED :

"RESOLVED THAT Mr. Pavan Kumar Ved (DIN: 02055767), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 12th February, 2016 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

By the order of the Board of Directors

Place: Indore

Dated: 11th August, 2016

Mahesh Pancholi
(Company Secretary)

M. No. F7143

Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND POLL/VOTE ON HIS/HER BEHALF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
2. The instrument appointing the proxy, duly completed however in order to be effective, should be deposited at the registered office of the Company not less than 48 hours before the meeting. A proxy form for the AGM is enclosed.
3. An explanatory statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business under item Nos. 5 and 6 of the accompanying Notice as set out above are annexed hereto.
4. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.
5. The register of members and share transfer books of the Company will remain closed from Sunday, 11th September, 2016 to Saturday, 17th September, 2016 (both days inclusive) in connection with the AGM.
6. In all correspondence with the company members are requested to quote their folio number and in case shares are held in electronic form, they should quote Client ID and DP ID Number.
7. The register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
8. The register of Contracts or Arrangements in which the Directors are interested, maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. Members who hold shares in dematerialized form are requested to inform their Client ID and DP ID number for easier identification for attendance at the meeting.
10. Shareholders who are still holding physical share certificate(s) are advised to de-materialize their shareholding to avail benefit of dematerialization.
11. Members desiring to have any information on accounts are requested to write to the Company at least 7 days in advance before the date of the meeting so as to enable the management to keep the information ready. Replies will be provided only at the meeting. The shareholders are requested to write to the company secretary or to the registrar and share transfer agent, M/s Ankit Consultancy Private Limited, regarding transfer of shares and for resolving grievances, if any.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the 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 Registrar and Share Transfer Agents:
Ankit Consultancy Pvt. Ltd.
Plot No. 60, Electronic Complex, Pardeshipura,
Indore-452010, M.P.
13. Members are requested to notify any changes in their address/bank mandate to their respective depository participants (DPs) in respect of their electronic share accounts and to the registrar and share transfer agent of the Company, in respect of their physical shares folio, at:
Ankit Consultancy Pvt. Ltd.
Plot No. 60, Electronic Complex, Pardeshipura,
Indore-452010, M.P.
14. Members who are holding physical shares in more than one folio are requested to intimate to the Company/registrar and share transfer agent the details of all their folio numbers for consolidation into single folio.



15. Members/Proxies are requested to bring their copy of annual report to the meeting with the attendance slip, duly filled in, for attending the meeting.
16. Corporate members intending to send their authorized representatives to attend the AGM are advised to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the meeting.
17. Dividend for the financial year ended 31st March 2009, which remains unclaimed or unpaid, will be due for transfer to the Investor Education and Protection Fund of the Central Government, pursuant to the provision of section 124 of the Companies Act, 2013, on 15th October 2016. Members, who have not yet encashed their dividend warrants for the financial year ended 31st March 2009 or any subsequent financial years are requested to lodge their claims with the Company/ Ankit Consultancy Pvt. Ltd., without delay. Members are advised that no claims shall lie against the said fund or against the Company for the amounts of dividend so transferred to the said fund.
18. All documents referred to in the notice and explanatory statement will be available for inspection by the members at the registered office of the Company between 10:00 a.m. and 5:00 p.m. on all working days from the date hereof up to the date of meeting.
19. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those members whose email addresses are registered with the company or the Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. To support the "Green Initiative", the members who have not registered their email addresses are requested to register the same with Registrar of the Company/Depositories.
20. A route map showing directions to reach the venue of the 24th AGM is given at the end of this Notice.
21. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

Shareholder **Instructions for E-Voting**

Pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the companies (management and administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercises their right to vote at the 24th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by National Securities Depository Limited (NSDL).

1. The facility for voting either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 24th AGM. The member attending the meeting who have not already cast their vote through remote e-voting shall be able to exercises their voting rights at the meeting.
2. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
3. The remote e-voting period commences on 14th September, 2016 (9:00 am) and ends on 16th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10th September, 2016, may cast their vote by electronically.
4. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

5. The instructions for remote e-voting are as under:

A. Members whose shareholding is in the dematerialized form and whose email addresses are registered with the Company/ Depository Participant(s) will receive an email from NSDL informing the User-ID and Password/PIN.

- i). Open email and open PDF file viz.; "ARIHANT remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
- ii). Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- iii). Click on Shareholder – Login.
- iv). Enter the user ID and password/PIN as initial password noted in step (1) above. Click Login.
- v). Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi). Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii). Select "REVEN" (Remote E Voting Event Number) of Arihant Capital Markets Limited.
- viii). Now you are ready for remote e-voting as Cast Vote page opens.
- ix). Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x). upon confirmation, the message "Vote cast successfully" will be displayed.
- xi). Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii). Institutional Members (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bhattivirendra1945@gmail.com or with a copy marked to evoting@nsdl.co.in.

B. For Members holding shares in dematerialized form whose email IDs are not registered with the Company/ Depository Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:

- i). Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

REVEN (Remote E Voting Event Number)	USER ID	PASSWORD/PIN.....
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- ii). Please follow all steps from Sr. No. 1 to Sr. No. 12 of the above, to cast vote.

6. The company has appointed Mr. Virendra Bhatt, Company Secretary as the scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

7. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com.

8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

9. 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 10th September, 2016.

10. Login to the remote 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 Password' option available on the site to reset the password/PIN.

11. 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. 10th September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

12. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.



13. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 14. The Scrutinizer shall after the conclusion of voting at the AGM will first count the votes cast at the meeting and there after will unblock votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorized by him in writing, who shall countersign the same. The Chairman or the authorized Director shall declare the result of the voting forthwith.
 15. The Results declared along with the report of the Scrutinizer's shall be displayed at the Registered Office as well as the Corporate Office of the Company and uploaded on the Company's website www.arihantcapital.com as well as on the website of NSDL after the same is declared by the Chairman/authorized person. The Results shall also be simultaneously forwarded to the Bombay stock exchange, Mumbai.
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Annexure to **Notice**

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT').

Item No. 5

Mrs. Anita Surendra Gandhi has a wide experience in the field of finance including corporate finance, primary market and secondary market research. She was actively involved in the financial affairs of the company including working capital arrangements, term loan syndication, commercial paper placements, and credit rating of the company and public issue of the Company. She is a member of The Institute of Chartered Accountants of India and a member of The Institute of Cost and Works Accountants of India.

The Board, subject to requisite approvals and in accordance with the recommendations of the remuneration committee, approved the re-appointment and remuneration payable to Mrs. Gandhi for a period of two year from 1st February, 2016.

The Board is of the view that the knowledge and experience of Mrs. Gandhi will be beneficial and valuable to the Company, and therefore, recommends her re-appointment as Whole-Time Director of your Company.

Your Directors recommend this resolution as an ordinary resolution for approval of the members.

A brief profile of Mrs. Anita S. Gandhi is enclosed at the end of this notice.

Apart from Mrs. Anita Surendra Gandhi, no other Director is deemed to be concerned or interested in this item of business.

Item No. 6

Mr. Pavan Kumar Ved was appointed as an Additional Director w.e.f. February 12, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Pavan Kumar Ved candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Pavan Kumar Ved on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 6 for adoption.

None of the Directors, except Mr. Pavan Kumar Ved and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Details of directors seeking appointment /re-appointment at the AGM

Particulars	Mrs. Anita S. Gandhi	Mr. Sunil Kumar Jain	Mr. Pavan Kumar Ved
DIN No.	02864338	00184860	02055767
Date of Birth	December 11, 1963	May 3, 1968	August 12, 1954
Date of Appointment	January 30, 2010	June 25, 1992	February 12, 2016
Qualifications	B.Com, CA, ICWA	M. Com	M.Com, M.A. (Eco), LLB, CS, CMA
Expertise in Specific functional Area	Wide experience in primary and secondary market research.	Wide experience in the field of capital markets	More than 30 years of rich experience in Income Tax Department.
Directorship held in other public companies (excluding private companies, foreign companies and section 8 companies)	Nil	Nil	Nil
Memberships/ Chairmanship of Committees of other public companies (includes only Audit Committee and shareholders/ Investor Grievances Committee)	Nil	Nil	Nil
No. of shares held in the company	Nil	1606656	Nil

By the order of the Board of Directors

Place: Indore

Dated: 11th August, 2016

Mahesh Pancholi
(Company Secretary)
M. No. F7143

