

Date: 01st January, 2025

**To,
The Manager,
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051.**

NSE Symbol: ARIHANTACA

Subject: Submission of Notice of the Extra-ordinary General Meeting of Company Scheduled on 23rd January, 2025

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the notice of Extra-ordinary General Meeting of the Company scheduled to be held on Thursday, 23rd January, 2025 at Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple Carter Road No. 3, Borivali (East), Mumbai, Maharashtra, India, 400066 at 05:30 PM. The said EGM Notice is being sent through electronic mode to the shareholders of the Company.

Further please find below the timeline for your reference and records:

Benpose Date for Sending Notice	27 th December 2024
Date of Completion of Dispatch	1 st January 2025
Cut Off Date for E-Voting	16 th January, 2025
E- Voting Start Date with Time	20 th January, 2025 (09:00 AM)
E- Voting End Date with Time	22 th January, 2025 (05:00 P.M.)
EGM Date with time	23 rd January, 2025 at 05:30 PM

The aforesaid EGM Notice is also available on website of the Company at www.arihantacademy.com and website of stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com

Kindly take the above information on your records.

Yours faithfully,

For **ARIHANT ACADEMY LIMITED**



**ANIL SURESH KAPASI
MANAGING DIRECTOR
DIN: 03524165**

Registered Office

Ground Floor, Triveni Sadan, Opp. Ambe Mata Mandir, 3rd Carter Road, Borivali (E), Mumbai - 66.

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ACADEMY

Arihant Academy Ltd.

CIN No. L80903MH2007PLC175500

**EGM NOTICE
OF
ARIHANT ACADEMY LIMITED
SCHEDULED ON
23RD JANUARY, 2025
AT 05:30 PM
AT THE REGISTERED OFFICE
OF COMPANY**

Registered Office

Ground Floor, Triveni Sadan, Opp. Ambe Mata Mandir, 3rd Carter Road, Borivali (E), Mumbai - 66.

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF ARIHANT ACADEMY LIMITED WILL BE HELD ON THURSDAY, JANUARY 23, 2025 AT 05:30 P.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT GROUND FLOOR, TRIVENI SADAN, OPP. AMBE MATA TEMPLE CARTER ROAD NO. 3, BORIVALI (EAST) MUMBAI 400066 IN TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION FOR INVESTMENT IN AN RELATED PARTY ENTITY BY ACQUIRING WHOLE BUSINESS ON GOING CONCERN BASIS:

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

“RESOLVED THAT, pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 further read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable rules, regulations, if any, enabling provisions of the Memorandum and Articles of Association of the Company and any other law for the time being in force and subject to such other approvals as may be required under applicable laws, the Company’s Policy on “Materiality of Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and Board of Directors of the Company, approval of the shareholders of Company be and is hereby accorded for investment by acquisition of business of Limited Liability Partnership firm M/s Team Arihant Carmel Academy LLP (“the LLP”) (a related party within the meaning of Section 2(76) of the Act) as on going concern by way of slump sale by acquiring all of its Assets, liabilities, rights and obligations, for a lump sum consideration of INR 3,00,00,000/- (Indian Rupees Three Crores only) pursuant to valuation report dated 19th December, 2024 issued by Mr. Murli Chandak, Chartered Accountants and Registered Valuer of Securities & financial assets having Registration no. IBBI/RV/07/2021/14408 and on such terms and conditions as mentioned in the Business Transfer Agreement as approved by the Board of Directors.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolution, any of the directors of the Company be and are hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters, things and to execute all documents, instruments, agreements or writings and amendments thereof, as may be necessary, proper, desirable or expedient for giving effect to the above resolution including filing any forms or records in connection therewith with any regulatory authority, including the Registrar of Companies in accordance with applicable law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director/Directors or any Officer/Officers of the Company to give effect to the aforesaid resolution.”

Place- Mumbai

Date- 28th December, 2024

By Order of Board of Directors
For Arihant Academy Limited

Sd/-

Anil Suresh Kapasi
Managing Director
DIN: 03524165

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) with respect to the Special Business set out in the Notice is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting (“the Meeting”) are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
5. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
6. All the documents referred to in the Notice of the meeting are open for inspection by the Members, without any fees, at the Registered Office at Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple Carter Road No. 3, Borivali (East), Mumbai, Maharashtra, India, 400066 of the Company between 11.00 a.m. and 01.00 p.m. on all working days up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

Members holding shares in physical form are requested to approach, Bigshare Services Private Limited the Registrar and Share Transfer Agents of the Company situated at Office No S6-2, 6th floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, India, for:

- (a) intimating any change in their address and/or bank mandate;
- (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
- (c) nominating any person to whom the shares shall vest in the event of death;
- (d) updating/registering their e-mail address for correspondence; and
- (e) Any other queries with respect to shares held by them.

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7. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
8. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
9. The Board of Director vide resolution dated 28th December, 2024 has appointed M/s. Dilip Swarnkar & Associates as Practicing Company Secretaries as scrutinizer for the Extra Ordinary General Meeting of the Company.
10. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 14 of this Notice.
11. The remote e-voting shall commence on Monday, 20th January, 2025 at 09:00 a.m. (IST) and shall end on Wednesday, 22nd January, 2025 at 05:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e. Thursday 16th January, 2025 may cast their vote electronically.
12. Notice of the Extra-Ordinary General Meeting, inter- alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Further physical copies of the above-mentioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e. www.arihantacademy.com and on the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of 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 Company.

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

The remote e-voting period begins on January 20, 2025 at 09:00 A.M. and ends on January 22, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16th January, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th January, 2025.

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14. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on Monday, 20th January, 2025 at 09:00 a.m. (IST) and shall end on Wednesday, 22nd January, 2025 at 05:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 16th January, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. 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 terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration

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	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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 evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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.nsdl.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 e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant 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 website for casting your vote during the remote e-Voting period.</p>

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. CDSL and NSDL

Login type	Helpdesk details
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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.
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.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.

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- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution must be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal. **Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting

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ACADEMY

Arihant Academy Ltd.

CIN No. L80903MH2007PLC175500

module available at
<https://ivote.bigshareonline.com>, under download
section or you can email us to
ivote@bigshareonline.com or call us at: 1800 22 54
22, 022-62638338

For Arihant Academy Limited

Sd/-

Anil Suresh Kapasi
Managing Director
DIN: 03524165

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

The following explanatory statement pursuant to Section 102 of the Act sets out the material facts relating to the special business mentioned in the Notice of the EGM:

The Company wants to explore the business and evaluating the good opportunities for investment and acquisition of entities in education related activities to unlock the synergies and lead to better economies scale for the Company.

In view of above, the Company intends to acquire the whole business on going concern basis through slump sale by way of lumpsum consideration amount of INR 3,00,00,000/- (Indian Rupees Three Crores only) of a Related Party Entity, namely M/s. Team Arihant Carmel Academy LLP (“the LLP”), having its Office at Office No. 2, Laxmi Niwas, 1st Floor, Mahadeo Desai Rd, Carter Rd 3, Borivali East, Mumbai, Maharashtra, India, 400066,

Team Arihant Carmel Academy LLP was incorporated on 26th September, 2019 and is engaged in the business of providing educational services, specifically for Science XI, XII, IIT JEE, NEET & MHT-CET, Transforming Students via our Child-centric, Service-oriented Focus.

The Financial summary of LLP are as follows:

Sr. No.	Financial Year	Turnover (Rs. in Lakhs)	Profit After Tax (Rs. in Lakhs)
1.	2023-24	494.31	59.64
2.	2022-23	455.40	82.05
3.	2021-22	305.99	59.54

The disclosures under, Rule 15 (1) of the Companies (Meetings of the Board and its Powers) Rules 2014, as amended thereon:

Particulars	Information
Name of the Related Party	Team Arihant Carmel Academy LLP
Name of the director or the key managerial personnel who is related, if any	Mr. Anil Suresh Kapasi and Mr. Umesh Anand Pangam
Nature of relationship	Mr. Anil Suresh Kapasi and Mr. Umesh Anand Pangam are Directors of Company and designated Partners of M/s. TEAM ARIHANT CARMEL ACADEMY LLP.
Nature, material terms, monetary value and particulars of the contract or arrangements	The Company is acquiring the whole business including all its Assets, liabilities, rights, and obligations on going concern basis through slump sale by way of lumpsum consideration amount of INR 3,00,00,000/- (Indian Rupees Three Crores only) of M/s. Team Arihant Carmel Academy LLP as per terms and conditions mentioned in the Business Transfer Agreement approved by the Board of directors in their meeting held on 28 th December, 2024. The Acquisition will be effective from 01 st January, 2025 subject to approval of shareholders in the ensuing General Meeting of Company.

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	The consideration of the said acquisition will be done through Banking channels.
any advance paid or received for the contract or arrangement, if any;	The Company has not paid any advance amount for the said acquisition.
the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The Fair Value of said acquisition has been determined as per valuation Report dated 19 th December, 2024 issued by Mr. Murli Chandak, Chartered Accountants and Registered Valuer of Securities & financial assets having Registration no. IBBI/RV/07/2021/14408.
whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	All the terms and conditions has been mentioned in the Business Transfer agreement approved by the board of directors in the Board meeting held on 28 th December, 2024.
Any other information relevant or important for the members to take a decision on the proposed resolution	All-important or relevant information have been provided in the foregoing paragraphs.

As per the Company's Policy on "Materiality of Related Party Transactions" transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceed ten percent of the annual turnover of the company as per the last audited financial statements of the company or such higher limit as may prescribed u/r 23(1) of the LODR with a related party."

Further as per Section 188 of Companies Act, 2013 read with rule 15 (3) (a) (ii) of Companies (Meetings of Board and its Powers) Rules, 2014, selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to ten per cent. or more of net worth of the company, as mentioned in clause (b) and clause (e) respectively of sub-section (1) of section 188.

Accordingly, transaction(s) to be entered into with M/s Team Arihant Carmel Academy LLP comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Anil Suresh Kapasi, Mr. Umesh Anand Pangam, and their relatives (i.e. Mr. Harsh Anil Kapasi and Mrs. Kirti Umesh Pangam), none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned in the Notice.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the **ordinary Resolution** as set out in Item in the accompanying notice for approval by the Members.

Place- Mumbai

Date- December 28, 2024

By Order of Board of Directors
For Arihant Academy Limited

Sd/-

Anil Suresh Kapasi
Managing Director
DIN: 03524165

Registered Office

Ground Floor, Triveni Sadan, Opp. Ambe Mata Mandir, 3rd Carter Road, Borivali (E), Mumbai - 66.

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Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L80903MH2007PLC175500
 Name of the Company: Arihant Academy Limited
 Registered Office: Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple Carter Road
 No. 3, Borivali (East), Mumbai, Maharashtra, India, 400066
 E-mail Id:
 Folio No./Client Id:
 DP. Id:

I/We, being the Member(s) ofshares of the above-named Company, hereby appoint

1. Name:.....
 Address:
 E-mail Id:
 Signature....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Thursday, 23rd January, 2025 at Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple Carter Road No. 3, Borivali (East), Mumbai, Maharashtra, India, 400066, at 05:30 PM and at any adjournment thereof in respect of such resolutions as are indicated below:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION FOR INVESTMENT IN AN RELATED PARTY ENTITY BY ACQUIRING WHOLE BUSINESS ON GOING CONCERN BASIS:

Signed this day of 2025

Signature of shareholder

Signature of Proxy holders(s)

Affix	Revenue
Stamp	

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Notes:

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 4) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 5) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- 6) This is optional please put a tick mark () in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

Notes for Proxy Form

1. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than **FORTY- EIGHT HOURS** before the commencement of the Meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the Meeting, if the Articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in personal voting at the Meeting.
6. ****This is optional.** Please put a tick mark (✓) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.

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8. An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
12. A proxy form which does not state the name of the Proxy should not be considered valid.
13. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
14. If a company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
15. If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
16. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
17. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
18. Requisitions, if any, for inspection of Proxies should be received in writing from a Member at least three days before the commencement of the Meeting.
19. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

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ATTENDANCESLIP

To be surrendered at the time of entry

Folio No./Client ID:.....
No. of Shares:
Name of Member/Proxy :.....

I hereby record my presence at the Extra-Ordinary General Meeting of the Company on Thursday, 23rd January, 2025 at Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple Carter Road No. 3, Borivali (East), Mumbai, Maharashtra, India, 400066 at 05:30 PM.

Member's/Proxy's
Signature

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the Extra-Ordinary General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of Notice with them, as spare copies will not be available at the meeting.

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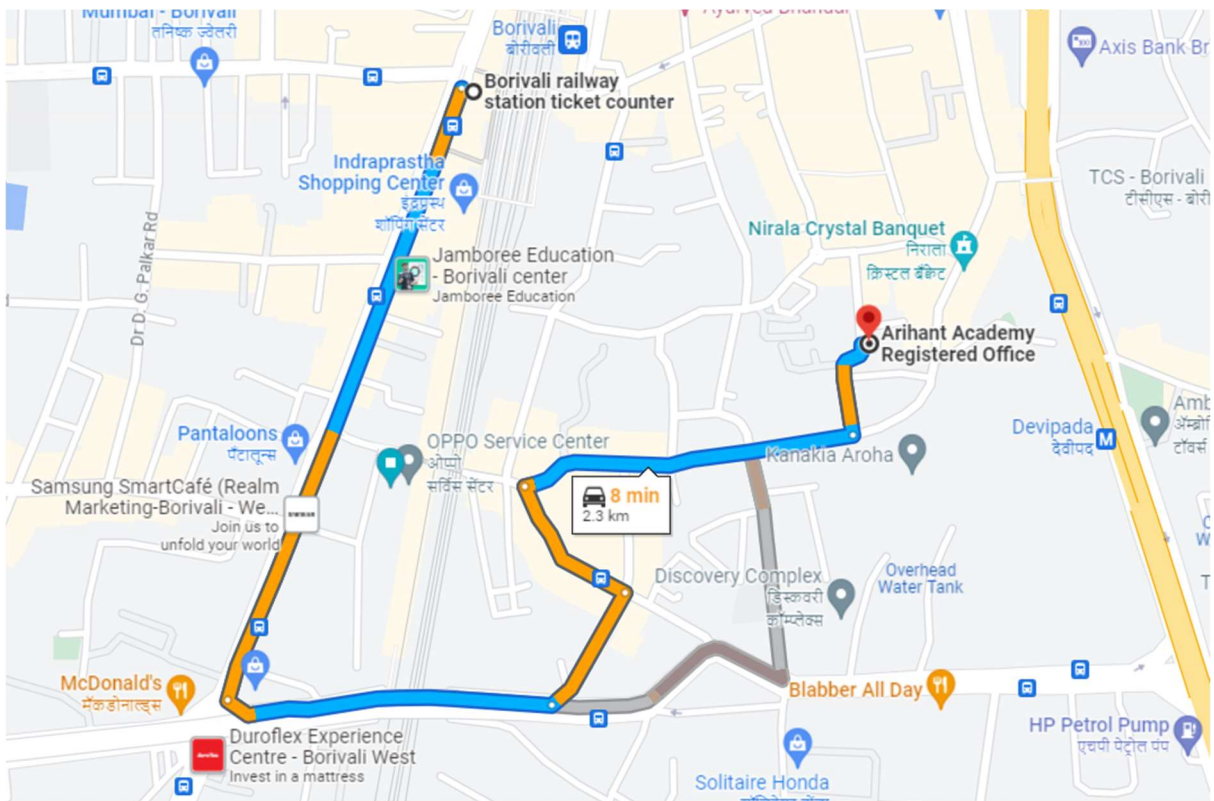


Route Map to venue of EGM of Arihant Academy Limited

Venue: Ground Floor, Triveni Sadan, Opp. Ambe Mata Temple Carter Road No. 3, Borivali (East), Mumbai, Maharashtra, India, 400066

Date: Thursday, 23rd January, 2025

Day and Time: Thursday at 05:30 PM



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