

Date: July 28, 2025

To, The Department of Corporate Services, Bombay Stock Exchange Limited, PJ 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 Symbol: ARIHANTCAP
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Sub: Submission of Notice of (02/2025-26) Extra-Ordinary General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of (02/2025-26) Extra-Ordinary General Meeting of the Members of the company scheduled to be held on Thursday, August 21, 2025 at 12:30 P.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') without physical presence of the Members at a common venue in accordance with the General Circular Nos. General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard and the latest being 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the securities and Exchange Board of India.

This is for your information and record.

Thanking you,

Yours faithfully,

For Arihant Capital Markets Limited

Mahesh Pancholi
(Company Secretary)
M. No. F7143

ARIHANT CAPITAL MARKETS LIMITED
(CIN: L66120MP1992PLC007182)

Regd. Off. : 6, Lad Colony YN Road, Indore - 452 001 Tel.: +91-731-4217100 Fax: +91-731-3016199
Corp. Off.: #1011 Solitaire Corporate Park, Bldg. No. 10, 1st Floor, Andheri Ghatkopar Link Road,
Chakala, Andheri (E) Mumbai- 400093
Email: contactus@arihantcapital.com Website: www.arihantcapital.com

NOTICE

NOTICE is hereby given to the Shareholders (the “Shareholders” or the “Members”) of Arihant Capital Markets Limited (“Company”) that the (02/2025-26) Extra-Ordinary General Meeting (“EGM”) of the Company will be held on Thursday, August 21, 2025, at 12:30 P.M. through Video Conferencing / Other Audio-Visual Means to transact the following special business:

SPECIAL BUSINESS:

ITEM NO. 1:

APPROVAL FOR ISSUANCE OF EQUITY SHARES ON A PRIVATE PLACEMENT / PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), as amended including the SEBI (ICDR) (Second Amendment) Regulations, 2024, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999 and applicable RBI guidelines, and other applicable laws, rules, regulations, circulars, notifications and guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) and/or any other competent authorities, from time to time, subject to such approvals, consents, permissions and sanctions as may be required from such regulatory/statutory authorities and subject to such terms, conditions, alterations, corrections and modifications as may be prescribed or imposed by any of them while granting such approvals or permissions and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted or authorized by the Board to exercise its powers including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, up to a maximum of 1,05,00,000 equity shares of the Company having face value of ₹ 1/- (Rupee One Only) at an issue price of ₹ 87/- per Equity Share (Rupees Eighty-Seven Only)(including premium of ₹ 86/- per Equity Share) (hereinafter referred to as the “Equity Shares”), aggregating upto ₹ 91,35,00,000/- (Rupees Ninety-One Crores Thirty-Five Lakhs only) for cash consideration on preferential basis to the following individual(s) / entity(ies) who are not part of the promoter or the promoter group of the Company:

Sr. No.	Name of the proposed allottee(s)	Equity Shares
1	Preeti Mahapatra	50,00,000
2	Harihara Mahapatra	50,00,000
3	Premadevi Taparia	5,00,000
	Total	Up to 1,05,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of the Equity Shares is July 22, 2025, being the date 30 days prior to the date of the Extra-Ordinary General Meeting (“Relevant Date”)

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and be listed on BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

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RESOLVED FURTHER THAT the Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under and that the Allotment of Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and issue the offer letter(s) in Form PAS-4 and maintain the record of private placement offers in Form PAS-5, wherever applicable; open and operate separate bank account(s) for receipt of application or allotment money; allot equity shares and credit them to the respective demat accounts of the allottees; file all necessary forms including PAS-3, MGT-14 and other applicable filings with the Registrar of Companies; apply for in-principle and final listing and trading approvals with the stock exchanges where the Company's equity shares are listed; and to do all such acts, deeds, matters and things, and to resolve and settle all questions, difficulties or doubts that may arise in relation to or in connection with the offer, issue, allotment, and listing of the equity shares and the utilisation of issue proceeds, without being required to seek any further consent or approval of the members or otherwise.

By Order of the Board
For Arihant Capital Markets Ltd.

Place: Indore
Date : July 28, 2025

Mahesh Pancholi
Company Secretary
M. No. F7143

Registered Office:
"6, Lad Colony, Y.N. Road Indore (M.P.)"
CIN: L66120MP1992PLC007182
Tel.:0731-4217261
Website: www.arihantcapital.com
Email: mahesh.pancholi@arihantcapital.com

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NOTES:

A statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the special businesses under Item No. 1 of the Notice is annexed hereto.

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time and Secretarial Standard - 2 on General Meetings as issued by Institute of Company Secretaries of India ("SS-2"), companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. 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 Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.arihantcapital.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
7. EGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
8. The procedure for joining the EGM through VC/OAVM is mentioned in this Notice. Since the EGM will be held through VC/OAVM, the route map is not annexed in this Notice.

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9. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at ANKIT CONSULTANCY PRIVATE LIMITED, 60 Pardeshipura, Electronic Complex, Indore (M.P.) 452010.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Monday, August 18, 2025, at 09:00 A.M. and ends on Wednesday, August 20, 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. August 14, 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 August 14, 2025.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDEAS e-Services, option to register is available

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at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.
6. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the **“Beneficial Owner”** icon under **“Login”** which is available under **‘IDeAS’** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **“Access to e-Voting”** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
7. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
8. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
9. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless

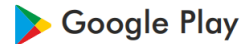
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voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial

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- password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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Regd. Off. : 6, Lad Colony YN Road, Indore - 452 001 Tel.: +91-731-4217100 Fax: +91-731-3016199
Corp. Off.: #1011 Solitaire Corporate Park, Bldg. No. 10, 1st Floor, Andheri Ghatkopar Link Road, Chakala, Andheri (E)
Mumbai- 400093

Email: contactus@arihantcapital.com Website: www.arihantcapital.com

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mahesh.pancholi@arihantcapital.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to mahesh.pancholi@arihantcapital.com.
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

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4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at mahesh.pancholi@arihantcapital.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at mahesh.pancholi@arihantcapital.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
8. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
9. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.
10. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.

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

ITEM NO. 1

The Board of Directors of the Company, at its meeting held on July 25, 2025, has, subject to approval of members, approved a proposal to raise funds by way of issuance of equity shares through preferential allotment to certain identified investors who are not members of the Company and do not form part of the promoter or promoter group.

The Company intends to utilize the funds raised through this issuance to meet its business growth requirements, including capital expenditure, working capital needs, strategic initiatives, repayment or prepayment of debt, and general corporate purposes. The Board is of the view that such fund-raising is in the best interests of the Company and its stakeholders.

In terms of the provisions of Section 23, Section 42 and Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, and in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), as amended, a listed issuer may make a preferential issue of specified securities if it is authorised by its Articles of Association and a special resolution is passed by its members.

The Board of Directors of the Company at their meeting held on July 25, 2025, had approved the issue of securities and accordingly proposes to issue and allot in aggregate and upto **1,05,00,000** (One Crore Five Lakh) shares (“Equity Shares”) at a price of ₹ 87/- (Rupees Eighty-Seven only) each aggregating to ₹ 91,35,00,000/- (Rupees Ninety-One Crores Thirty-Five Lakhs Only) to the following individuals not forming part of the Company’s promoters / promoter group:

Sr. No.	Name of the Proposed Allottee	Number of Shares
1	Preeti Mahapatra	50,00,000
2	Harihara Mahapatra	50,00,000
3	Premadevi Taparia	5,00,000
	Total	1,05,00,000

The proposed issue is in accordance with **Regulation 160** of the SEBI ICDR Regulations, which provides that a listed issuer may make a preferential issue of specified securities subject to compliance with conditions specified in that chapter, including shareholder approval. Accordingly, approval of the members of the Company is being sought for the proposed preferential issue of equity shares through a special resolution.

The Shares issued pursuant to the abovementioned resolutions shall be subject to lock-in in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The equity shares shall be issued in dematerialised form only and shall rank pari-passu in all respects with the existing equity shares of the Company, including the right to receive dividends and other corporate benefits, if any, declared by the Company after the date of allotment.

The disclosures required in accordance with **Regulation 163** of the SEBI ICDR Regulations and the Companies Act, 2013, in relation to the proposed preferential issue are as follows:

a) The objects of the preferential issue:

The objects of the present preferential issue are to meet long-term funding requirements of the Company inter alia to fund Company’s growth capital requirements, technology and infrastructure upgradation expenditure, to meet the Company’s capital expenditure, to enhance its long term resources and thereby strengthening of

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the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws.

While the Company's funding requirements are based on internal management estimates, operating plans and its growth strategies, we may have to revise our estimates from time to time on account of various factors beyond our control. It is currently proposed to deploy the issue proceeds by the end of Fiscal Year 2026. Such deployment of issue proceeds will, however, be subject to changes in circumstances or in the Company's financial condition, business or strategies, market conditions and obtaining necessary approvals / consents, as applicable, in accordance with applicable law. If the issue proceeds are not completely utilised for the objects by the end of Fiscal Year 2026, such amounts will be utilised (in part or full) in subsequent periods, as may be determined by the Board, in accordance with applicable law

b) Interim Use of Issue Proceeds:

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the issue proceeds. Pending complete utilization of the issue proceeds for the objects described above, our Company intends to, inter alia, invest the issue proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

c) Monitoring of utilisation of funds

As the present preferential issue does not exceed Rs. 100 Crores, no Monitoring Agency has been appointed.

d) Relevant Date

The "Relevant Date" in accordance with Regulation 161 of the SEBI ICDR Regulations would be Tuesday, July 22, 2025 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Equity Shares.

e) Particulars of the Preferential Issue including date of passing of Board resolution.

The Board, in its meeting on Friday, July 25, 2025, has sanctioned the issuance of a maximum of 1,05,00,000 (One Crore Five Lakh) shares to the proposed allottees, subject to Members' approval and any necessary clearances. Each share will be priced at ₹ 87/- totalling up to ₹ 91,35,00,000/- (Rupees Ninety-One Crores Thirty-Five Lakhs only), for cash consideration. This issue will be conducted through a preferential allotment on a private placement basis.

f) Type and number of securities to be issued.

It is proposed to issue and allot in aggregate and upto 1,05,00,000 (One Crore Five Lakh) Shares at a price of ₹ 87/- per Shares, aggregating to ₹ 91,35,00,000/- to proposed allottee, such price being not less than the floor price as on the relevant date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

g) Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The existing Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations. NSE, being the Stock Exchange where the shares are frequently traded with higher trading volumes has been considered for determining the price in terms of the ICDR Regulations.

In terms of the applicable provisions of SEBI ICDR Regulations, the price at which the Equity Shares shall be allotted, shall not be less than higher of the following:

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- a) The 90 trading days' volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
- b) The 10 trading days' volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange preceding the Relevant Date

The Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue.

Further, the company has obtained the Valuation Report from an independent registered valuer namely CS A. Someswara Rao, (Reg. No. IBBI/RV/02/2019/11544) in accordance with Regulation 166A of SEBI (ICDR) Regulations, 2018. The said valuation report is also available on the Company's website at www.arihantcapital.com.

h) Amount which the company intends to raise by way of such securities.

The Company intends to raise up to ₹ 91,35,00,000/- through issue of upto 1,05,00,000 Equity Shares at an issue price of ₹ 87/- per Equity Share.

i) The class or classes of persons to whom the allotment is proposed to be made.

The Preferential Issue of Equity Shares is proposed to be made to the identified allottees, who are not forming part of the promoter group of the Company.

j) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.

The Company has not made any preferential allotment during the current financial year FY 2025-26.

k) Proposal / Intent of the promoters, directors or key management personnel of the Company to subscribe to the offer:

The proposed allottees are not part of the promoter or promoter group of the Company. The proposed preferential issue is intended exclusively for non-promoter investors, and the proposed allottees have expressed their intent to subscribe to the proposed issue of Equity Shares. Apart from the proposed allottees, none of the Promoters, Directors, Key Managerial Personnel (KMP), senior management personnel, or their respective relatives are participating in or intend to subscribe to the proposed issue.

l) Equity Shareholding Pattern of the Company before and after the Preferential Issue:

Annexure 1 sets out the expected shareholding pattern of the Company upon completion of the proposed allotment of equity shares, as contemplated in **Item No. 1** of this Notice.

m) Proposed Time Frame within which the Preferential Issue / Private Placement shall be Completed:

In accordance with **Regulation 170(1)** of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and **Section 42 of the Companies Act, 2013**, the allotment of equity shares pursuant to the proposed preferential issue / private placement shall be completed within **15 (fifteen) days** from the date of passing of the special resolution by the shareholders, or within **15 days from the date of receipt of all necessary regulatory or statutory approvals**, including approvals from stock exchanges, SEBI, or any other applicable authority, **whichever is later**. In case the allotment is not completed within the prescribed timeline, shareholders' approval would be required.

n) Principal terms of assets charged as securities.

Not Applicable

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o) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees

The Shares are proposed to be allotted to the identified allottees, who are not part of the promoter or promoter group of the Company. The details of the proposed allottees are as per the following table. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of equity shares and resultant Equity Shares being allotted. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees are as under:

Sr. No.	Name of the proposed allottee	Ultimate Beneficial Owners of the proposed allottee(s)	Pre-issue		Shares proposed to be allotted	Post-issue	
			Shares	%		Shares	%
1	Preeti Mahapatra	Preeti Mahapatra	Nil	Nil	50,00,000	50,00,000	4.36
2	Harihara Mahapatra	Harihara Mahapatra	Nil	Nil	50,00,000	50,00,000	4.36
3	Premadevi Taparia	Premadevi Taparia	Nil	Nil	5,00,000	5,00,000	0.44
	GRAND TOTAL		Nil	Nil	1,05,00,000	1,05,00,000	9.16

p) The class or classes of persons to whom the allotment is proposed to be made:

The allotment will be made to the individual(s) / entities who are non-promoter category of the Company i.e. public.

q) Material terms of raising such securities

The material terms for the Preferential Issue of equity shares to the Proposed Allottees is set out below:

- Lock-in Period for Equity Shares Allotted on a Preferential Basis to Non-Promoter Allottees**

The proposed preferential issue of equity shares is to **non-promoter investors**, the equity shares to be allotted shall be subject to **lock-in for a period of six months** from the date of trading approval, in accordance with **Regulation 168(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018**, as amended. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked in as per Chapter V of the SEBI ICDR Regulations

- Rights:**

The equity shares proposed to be allotted shall rank pari-passu with the existing equity shares of the Company in all respects and shall carry identical rights, including voting rights, dividend entitlement, and participation in corporate actions such as bonus, rights, buyback, or merger.

r) The current and proposed status of the (allotees) post the preferential issues namely, promoter or non-promoter

Sr. No.	Proposed Allottee	Current Status	Proposed Status
1	Preeti Mahapatra	Non-Promoter Group	Non-Promoter Group
2	Harihara Mahapatra		
3	Premadevi Taparia		

s) Practicing Company Secretary's Certificate

The certificate from M/s Virendra G Bhatt, Practicing Company Secretaries, certifying that the proposed Preferential Issue is in accordance with the requirements contained in the SEBI ICDR Regulations will be placed before the Members at the EGM and is also hosted on website of the Company which can be accessed at the link: www.arihantcapital.com

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t) Undertaking

The Company hereby undertakes that:

- (i) Neither the Company nor its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- (ii) None of the company's Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (iii) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- (iv) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re computation of the price of shares shall not be applicable;
- (v) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- (vi) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.
- (vii) It is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
- (viii) All the Equity Shares held by the proposed allottee in the Company are in dematerialized form only.
- (ix) No person belonging to the promoters / promoter group have sold/transferred any Equity Shares of the Company during the 90 (Ninety) days preceding the Relevant Date;
- (x) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them;

u) The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

Sr. no.	Proposed Allottee	Pre-issue		Issue of shares	Post Issue	
		Shares	%		Shares	%
1	Preeti Mahapatra	Nil	Nil	50,00,000	50,00,000	4.36
2	Harihara Mahapatra	Nil	Nil	50,00,000	50,00,000	4.36
3	Premadevi Taparia	Nil	Nil	5,00,000	5,00,000	0.44

There will be change in the voting rights of the Company consequent to the Proposed Preferential Issue. Upon allotment of the Equity Shares on preferential basis as proposed, the promoters / promoter group holding would change from existing 69.81% to 63.41% (assuming full allotment of 1,05,00,000 Equity Shares to the proposed allottee(s)).

v) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

The securities are proposed to be issued for cash consideration and hence not applicable.

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The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

The Board of Directors of the Company recommends passing of the resolution as set out at Item 1 as a special resolution.

None of the Directors or any key managerial personnel or any relative of any of the other directors/key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

By Order of the Board
For Arihant Capital Markets Ltd.

Place: Indore
Date : July 28, 2025

Mahesh Pancholi
Company Secretary
M. No. F 7143

Registered Office:
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ANNEXURE 1

Shareholding Pattern of the Company before and after the Preferential Issue:

Category of Shareholders	Pre-issue		Post-issue	
	Shares	%	Shares	%
A. SHARE HOLDING OF PROMOTER AND PROMOTER GROUP				
(1) Indian				
a) Individual/HUF	7,26,80,160	69.81	7,26,80,160	63.41
b) Central Govt.	-	-	-	-
c) State Govt. (s)	-	-	-	-
d) Bodies Corp.	-	-	-	-
e) Banks / Financial Institutions	-	-	-	-
f) Any Other	-	-	-	-
Sub-total (A) (1)	7,26,80,160	69.81	7,26,80,160	63.41
(2) Foreign				
a) NRIs - Individuals	-	-	-	-
b) Other - Individuals	-	-	-	-
c) Bodies Corp.	-	-	-	-
d) Banks / FI	-	-	-	-
e) Any Other	-	-	-	-
Sub-total (A) (2):	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	7,26,80,160	69.81	7,26,80,160	63.41
B. PUBLIC SHAREHOLDING				
(1) Institutions				
a) Mutual Funds	-	-	-	-
b) Banks / FI	-	-	-	-
c) Central Govt.	-	-	-	-
d) State Govt.(s)	-	-	-	-
e) Venture Capital Funds	-	-	-	-
f) Insurance Companies	-	-	-	-
g) Foreign Portfolio Investors	96,948	0.09	96,948	0.09
h) Foreign Venture Capital Funds	-	-	-	-
i) Others (specify)	-	-	-	-
Sub-total (B)(1)	96,948	0.09	96,948	0.09
(2) Non-Institutions				
a) Bodies Corp.	24,70,629	2.37	24,70,629	2.15
i) Indian	-	-	-	-
ii) Overseas	-	-	-	-
b) Individuals				
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1,88,15,546	18.07	1,88,15,546	16.42
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	65,96,005	6.34	1,70,96,005	14.92
c) NRI & OCB	3,52,607	0.34	3,52,607	0.30
d) Clearing Member	1,21,536	0.12	1,21,536	0.11
e) Others (specify) IEPF	15,60,540	1.50	15,60,540	1.36
f) HUF	14,18,829	1.36	14,18,829	1.24
g) Trusts	-	-	-	-
Sub-total (B)(2)	3,13,35,692	30.10	4,18,35,692	36.50
Total Public Shareholding (B)=(B)(1) + (B)(2)	3,14,32,640	30.19	4,19,32,640	36.59
Total (A+B)	10,41,12,800	100.00	11,46,12,800	100.00
C. Shares held by Custodian for GDRs & ADRs				
Sub-total (C)	0	0	0	0
Grand Total (A+B+C)	10,41,12,800	100.00	11,46,12,800	100.00

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on March 31, 2025.
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre-issue shareholding pattern was prepared.

ARIHANT CAPITAL MARKETS LIMITED
(CIN: L66120MP1992PLC007182)

 Regd. Off. : 6, Lad Colony YN Road, Indore - 452 001 Tel.: +91-731-4217100 Fax: +91-731-3016199
 Corp. Off.: #1011 Solitaire Corporate Park, Bldg. No. 10, 1st Floor, Andheri Ghatkopar Link Road, Chakala, Andheri (E)
 Mumbai- 400093

Email: contactus@arihantcapital.com Website: www.arihantcapital.com