

NOTICE

NOTICE is hereby given that 11th Annual General Meeting of Arihant Institute Limited will be held on Saturday, 29th September, 2018, at 02:00 P.M. at the registered office of the Company situated at 201-202, Ratna High Street, Naranpura Crossroad, Naranpura Ahmedabad-380013 to transact following businesses:

ORDINARY BUSINESS:

Item No.: 1 Adoption of Audited Financial Statement:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon.

Item No.: 2 Reappointment of Director:

To re-appoint Mr. Jigar Umeshbhai Shah (DIN: 05328340) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

Item No.: 3 Reappointment of Auditor:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of the section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and The Companies (Audit & Auditors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. NGST & Associates, Chartered Accountants (Firm Registration Number: 135159W) be and are hereby appointed as the Statutory Auditors of the Company, for a term of five consecutive years to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of the AGM to be held for the financial year ending on 31st March, 2023, on the remuneration as may be decided by any Director of the Company.

RESOLVED FURTHER THAT any director of the company be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect of an appointment of aforesaid person as a statutory auditor of the Company.

SPECIAL BUSINESS:

Item No.: 4 To consider and regularise appointment of Mr. Prashant Chandraprakash Srivastav (DIN: 02257146) as an Independent Director.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Prashant Chandraprakash Srivastav (DIN: 02257146) who was appointed as an Additional Director (designated as Independent Director) of the Company with effect from 5th January, 2018 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Act and who has submitted declaration under Section 149(7) of the act to the effect that he fulfilled the conditions mentioned in Section 149(6) of the act and under Section 164(2) of the act to the effect that he is not disqualified to become Director of the Company and in respect of whom the Company has received a notice in writing from himself proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold the office for a term of five consecutive years i.e. up to 4th January, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

Item No.: 5 To consider and regularise appointment of Mrs. Shivani Ketul Patel (DIN: 08033788) as an Independent Director.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mrs. Shivani Ketul Patel (DIN: 08033788) who was appointed as an Additional Director (designated as Independent Director) of the Company with effect from 5th January, 2018 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Act and who has submitted declaration under Section 149(7) of the act to the effect that she fulfilled the conditions mentioned in Section 149(6) of the act and under Section 164(2) of the act to the effect that she is not disqualified to become Director of the Company and in respect of whom the Company has received a notice in writing from herself proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold the office for a term of five consecutive years i.e. up to 4th January, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

Item No.: 6 To consider and regularise appointment of Mr. Rushiraj Zaverbhai Patel (DIN: 08017580) as an Executive Director.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rushiraj Zaverbhai Patel (DIN: 08017580), who was appointed as an Additional Executive Director by the Board of Directors at their meeting held on 5th January, 2018 and who holds office as such up to the date of this Annual General Meeting and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from himself proposing his candidature for the office of Director be and is hereby appointed as an Executive Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

Item No.: 7 To consider and regularise appointment of Mr. Vinodbhai Chimanlal Shah (DIN: 08033798) as a Non-Executive Director.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Vinodbhai Chimanlal Shah (DIN: 08033798), who was appointed as an Additional Non-Executive Director by the Board of Directors at their meeting held on 5th January, 2018 and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from himself proposing his candidature for the office of Director, be is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

Item No.: 8 To consider and regularise appointment of Mr. Sandip Vinodray Kamdar (DIN: 00043214) as a Whole Time Director.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sandip Vinodray Kamdar (DIN: 00043214), who was appointed as an Additional Whole Time Director by the Board of Directors at their meeting held on 31st August, 2018 and who holds office as such up to the date of this Annual General Meeting,



has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from himself proposing his candidature for the office of Director be and is hereby appointed as a Whole Time Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

FOR ARIHANT INSTITUTE LIMITED

DATE: 31/08/2018

PLACE: AHMEDABAD

SD/-

SIGNATURE

VINOD CHIMANLAL SHAH

CHAIRMAN & NON EXECUTIVE DIRECTOR

DIN: 08033798



NOTES:

1. The relevant details, as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2 and 4 to 8 of the Notice is also annexed herewith.

Particulars	Mr. Jigar Shah	Mr. Prashant Srivastav
DIN:	05328340	02257146
Father's Name:	Mr. Umeshbhai Shah	Mr. Chandraprakash Srivastav
Date of Birth:	18 th October, 1980	31 st March, 1979
Qualification:	Chartered Accountant, M. Com, L.L.B.	Chartered Accountant, Company Secretary, Diploma in International Taxation.
Date of Appointment:	3 rd November, 2017	5 th January, 2018
Nature of his expertise in specific functional areas :	He holds more than 10 years of experience in field of education especially in commerce & finance stream.	He holds more than 13 years of experience in the field of Taxation, Finance, and Accounting.
Disclosure of relationships between directors inter-se:	NIL	NIL
Names of listed entities in which the person also holds the directorship:	NIL	He is an Independent Director at Sakar Healthcare Limited (CIN:L24231GJ2004PLC043861)
Names of listed entities in which the person also hold the membership of Committees of the board:	NIL	1. Chairman of - Audit Committee - Stakeholders' Relationship Committee 2. Member of - Nomination and Remuneration Committee of Sakar Healthcare Limited*
Shareholding of Non-Executive Director:	NIL	NIL

*Chairmanship/membership of the Audit Committee and Stakeholders Relationship Committee has been considered.

Particulars	Mr. Rushiraj Zaverbhai Patel	Mr. Shivani Ketul Patel
DIN:	08017580	08033788
Father's Name:	Zaverbhai Patel	Mukeshkumar Ambalal Patel
Date of Birth:	22/04/1989	04/10/1987
Qualification:	B. Pharm.	B. Pharm - Pharmacist

	Post Graduate Diploma in Agri-Business Management from IIM-Ahmadabad	
Date of Appointment:	5 th January, 2018	5 th January, 2018
Nature of his expertise in specific functional areas :	He holds the experience and knowledge to explore various strategies that he has used successfully in the past to grow organizations across sectors.	
Disclosure of relationships between directors inter-se	NIL	NIL
Names of listed entities in which the person also holds the directorship	NIL	NIL
Names of listed entities in which the person also hold the membership of Committees of the board;	NIL	NIL
Shareholding of non-executive directors.	N.A.	NIL

Particulars	Mr. Vinod Chimanlal Shah	Mr. Sandip Vinodray Kamdar
DIN:	08033798	00043214
Father's Name:	Mr. Chimanlal Shah	Mr. Vinodkumar Keshavlal Kamdar
Date of Birth:	23/04/1947	08/10/1973
Qualification:	Graduate in Arts	Chartered Accountant
Date of Appointment:	5 th January, 2018	31 st August, 2018
Nature of his expertise in specific functional areas :	He got 35 years of rich experience at various corporate roles across Accounts, Finance & Legal area. He has been incumbent at various prominent positions in many Govt. projects.	Sandeep Kamdar is the Founder and Promoter of Arihant Institute Limited (AIL). He is a visionary educationist who has dedicated 20 years of his life to build careers of 2000+ Chartered Accountants and 250+ Company Secretaries.
Disclosure of relationships between directors inter-se	Father in Law of Mr. Sandeep Vinodray Kamdar	Son in Law of Mr. Vinod Chimanlal Shah
Names of listed	NIL	NIL

entities in which the person also holds the directorship		
Names of listed entities in which the person also hold the membership of Committees of the board;	NIL	NIL
Shareholding of non-executive directors.	NIL	N.A. as he is an Whole Time Director

2. **A member entitled to attend and vote at the 11th Annual General Meeting (“The Meeting”) is entitled to appoint a Proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.**

The instrument appointing a Proxy should however be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person shall act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.

Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.

3. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 (“the Act”) are requested to send to the Company a certified copy of the Board resolution authorising their representatives to attend and vote on their behalf at the Meeting.
4. Proxy Form(s) and certified copy of Board resolution(s) authorising representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company and addressed to the “Secretarial Department of Arihant Institute Limited”.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.

6. The cut-off date for 11th AGM is 21st September, 2018. I.e. those who are the members of the company as on 21st September, 2018 will be entitled to attend and vote in 11th AGM of the company.
7. The Register of Members and Share Transfer Books of the Company will be closed from 22nd September, 2018 to 29th September, 2018 and same will be re-opened from 30th September, 2018 onwards.
8. The route map showing directions to reach the venue of the 11thAGM is provided at the end of notice and also uploaded on the Website of the Company.
9. An Explanatory Statement pursuant to Section 102 of the Companies Act in respect of Item nos. 3 to 8 of the Notice set out above is annexed hereto.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code (Magnetic Ink Character Recognition Code) and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
12. Pursuant to SEBI notification dated 5th July, 2018 amending Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; all the members who are holding shares of the Company in the Physical form are requested to convert their holdings in to dematerialized form before 5th December, 2018. W.e.f. 5th December, 2018, transfer of securities would be carried out in dematerialized form only so the members who are holding shares in a physical form are not eligible to transfer their shares.
13. Members are requested to notify any change in their address, if any to the Registrar & Share Transfer Agent of the company- Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032.
14. In accordance with the provisions of Section 72 of the Companies Act, 2013, the facility for making/ varying/ cancelling nominations is available to individuals, holding shares in a company. Nomination can be made in Form SH-13 and any variation/ cancellation thereof

can be made by giving notice in Form SH-14 prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from Registrar & Share Transfer Agent-Karvy Computershare Private Limited.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrars and Transfer Agents of the Company
16. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.arihantinstitute.com
17. Members who have received the notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at the registration counter to attend the AGM.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
19. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

FOR ARIHANT INSTITUTE LIMITED

DATE: 31/08/2018

PLACE: AHMEDABAD

SD/-

SIGNATURE

VINOD CHIMANLAL SHAH

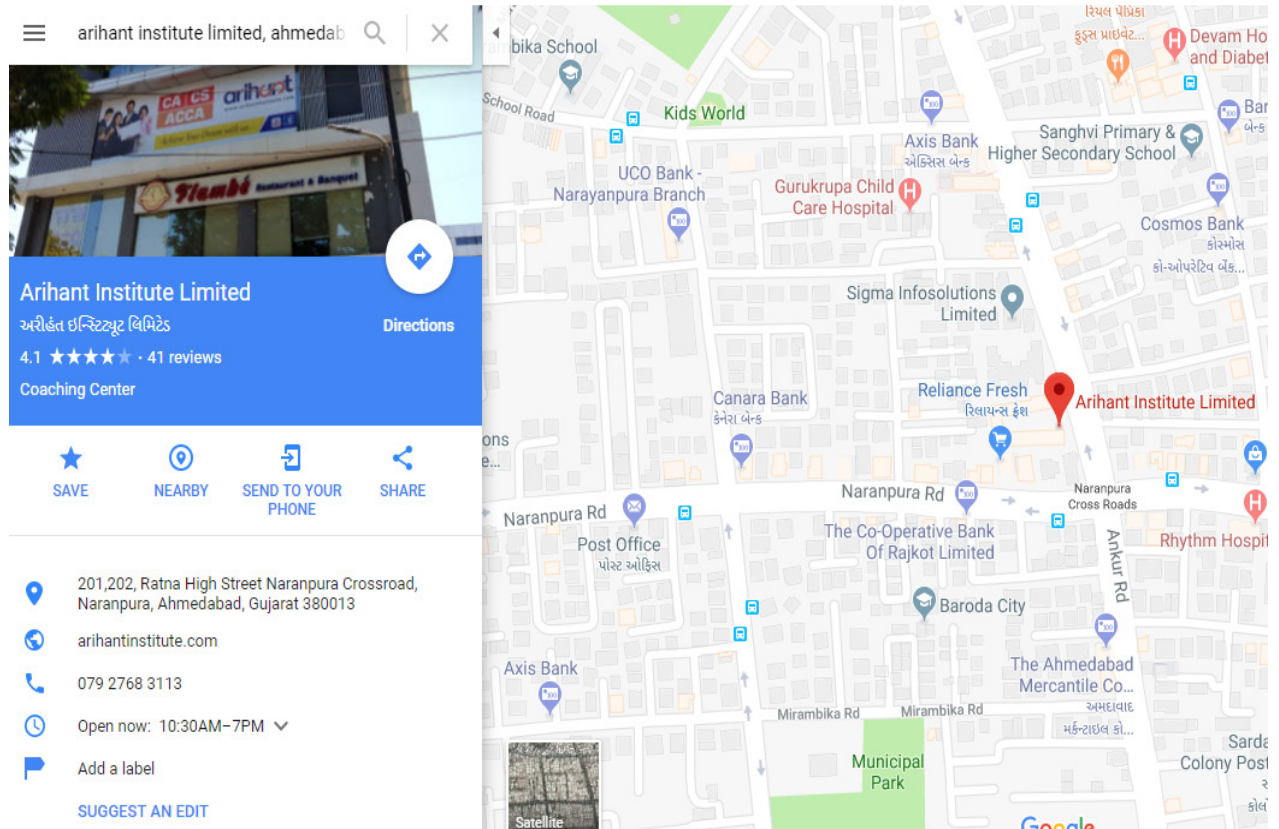
CHAIRMAN & NON EXECUTIVE DIRECTOR

DIN: 08033798

ROUTE MAP OF VENUE OF 11TH ANNUAL GENERAL MEETING

Registered Office:

201-202, Ratna High Street,
Naranpura Cross Road,
Naranpura, Ahmedabad-380013.



EXPLANATORY STATEMENT

{Pursuant to Section 102 of the Companies Act, 2013}

ITEM NO.: 3

On 10th Annual General Meeting of the Company, M/s. A.J. Parekh & Associates, Chartered Accountants (FRN: 142021W) was appointed as a Statutory Auditor of the company and M/s. A.J. Parekh & Associates has done an audit of the company for the year 2017-18.

Your company has been listed on BSE SME Platform w.e.f 5th June, 2018. As per the requirement of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed company have to conduct audit from the auditor holding the certificate of Peer Review Auditor. As M/s. A. J. Parekh & Associates does not holding the certificate of Peer Review Auditor, they placed before the board a resignation letter dated 21st August, 2018 stating that they will not be able to do audit from the financial year 2018-19 onwards and they will hold office up to the date of issue of Audit Report for the financial year 2017-18 only.

To fill up such casual vacancy aroused on the place of Statutory Auditor of the Company, on the recommendation of an Audit Committee, the board of Directors on their meeting dated 31st August, 2018, appointed M/s. NGST & Associates, Chartered Accountants, (FRN:135159W) holding the certificate of Peer Review Auditor, as a Statutory Auditor of the company.

Pursuant to provision of Section 139(8) of the Companies Act, 2013 and rules made thereunder from time to time, the board is entitled to fill up the casual vacancy but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

The Directors recommend to the members of the company to give an approval for an appointment of M/s. NGST & Associates and reappoint them for the period of Five Year from 2018-19 to 2022-23.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in this Resolution.

ITEM NO.: 4

The Board of Directors of the Company at their meeting held on 5th January, 2018, has appointed Mr. Prashant Chandraprakash Srivastav (DIN: 02257146) as an Additional (Independent) Director on the Board of the Company under Section 161 read with Section 149 of the Act and applicable Articles of the Company's Articles of Association.

Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Prashant Chandraprakash Srivastav (DIN: 02257146) holds office up to the date of ensuing 11th Annual General Meeting of the Company.

Mr. Prashant Chandraprakash Srivastav is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. Further, he has also given a declaration to the Board that he meets the criteria of Independence as provided under of Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from himself proposing his candidature for the office of Director.

In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

Brief resume of Mr. Prashant Chandraprakash Srivastav, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se, are provided in the Note no. 1 of the Notice of 11th Annual General Meeting.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Prashant Chandraprakash Srivastav is in any way concerned or interested, financial or otherwise, in the said Resolution.

ITEM NO.: 5

The Board of Directors of the Company at their meeting held on 5th January, 2018, has appointed Mrs. Shivani Ketul Patel (DIN: 08033788) as an Additional (Independent) Director on the Board of the Company under Section 161 read with Section 149 of the Act and applicable Articles of the Company's Articles of Association.

Pursuant to provisions of Section 161 of the Companies Act, 2013, Mrs. Shivani Ketul Patel (DIN: 08033788) holds office up to the date of ensuing 11th Annual General Meeting of the Company.

Mrs. Shivani Ketul Patel (DIN: 08033788) is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. Further, she has also given a declaration to the Board that she meets the criteria of Independence as provided under of Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from herself proposing her candidature for the office of Director.

In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and she is independent of the management.

Brief resume of Mrs. Shivani Ketul Patel (DIN: 08033788), nature of her expertise in specific functional areas and names of companies in which she holds directorships and

memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se, are provided in the Note no. 1 of the Notice of 11th Annual General Meeting.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mrs. Shivani Ketul Patel is in any way concerned or interested, financial or otherwise, in the said Resolution.

ITEM NO.: 6

The Board of Directors of the Company at their meeting held on 5th January, 2018, has appointed Mr. Rushiraj Zaverbhai Patel (DIN: 08017580) as an Additional (Executive) Director on the Board of the Company under Section 161 read with Section 149 of the Act and applicable Articles of the Company's Articles of Association.

Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Rushiraj Zaverbhai Patel holds office up to the date of ensuing 11th Annual General Meeting of the Company. Mr. Rushiraj Zaverbhai Patel is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed there under for appointment as Director and in respect of whom the Company has received a notice in writing from himself proposing his candidature for the office of Director.

Brief resume of Mr. Rushiraj Zaverbhai Patel, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se, are provided in the Note no. 1 of the Notice of 11th Annual General Meeting.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Rushiraj Zaverbhai Patel is in any way concerned or interested, financial or otherwise, in the said Resolution.

ITEM NO.: 7

The Board of Directors of the Company at their meeting held on 5th January, 2018, has appointed Mr. Vinodbhai Chimanlal Shah (DIN: 08033798) as an Additional (Non-Executive) Director on the Board of the Company under Section 161 read with Section 149 of the Act and applicable Articles of the Company's Articles of Association.

Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Vinodbhai Chimanlal Shah holds office up to the date of ensuing 11th Annual General Meeting of the Company. Mr. Vinodbhai Chimanlal Shah is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed there under for appointment as Director and in respect of whom the Company has received a notice in writing from himself proposing his candidature for the office of Director.

Brief resume of Mr. Vinodbhai Chimanlal Shah, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se, are provided in the Note no. 1 of the Notice of 11th Annual General Meeting.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Vinodbhai Chimanlal Shah and Mr. Sandip Vinodray Kamdar is in any way concerned or interested, financial or otherwise, in the said Resolution.

ITEM NO.: 8

The Board of Directors of the Company at their meeting held on 31st August, 2018, has appointed Mr. Sandip Vinodray Kamdar (DIN: 00043214) as an Additional (Whole Time Director) Director on the Board of the Company under Section 161 read with Section 149 of the Act and applicable Articles of the Company's Articles of Association.

Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Sandip Vinodray Kamdar holds office up to the date of ensuing 11th Annual General Meeting of the Company. Mr. Sandip Vinodray Kamdar is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed there under for appointment as Director and in respect of whom the Company has received a notice in writing from himself proposing his candidature for the office of Director.

Brief resume of Mr. Sandip Vinodray Kamdar, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se, are provided in the Note no. 1 of the Notice of 11th Annual General Meeting.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Sandip Vinodray Kamdar and Mr. Vinodbhai Chimanlal Shah is in any way concerned or interested, financial or otherwise, in the said Resolution.

Note:

Mr. Sandip Vinodray Kamdar (DIN: 00043214), was the Director up to 31st October, 2017 of Arihant institute Limited. Due to Non-Filing of Financial Statement and Annual Return of M/s. Aadi Corpoway Private Limited (CIN: U23100GJ2011PTC063890) for the period of continuously Three Financial Year i.e. from the year 2014-15 to 2016-17, Mr. Sandip Vinodray Kamdar was disqualified under section 164(1)(a) of the Companies Act, 2013. Due to such disqualification he ceased to act as a director of M/s. Arihant Institute Limited and therefore automatic vacation of office arose under section 167(1) of the Companies Act, 2013. Later on M/s. Aadi Corpoway Private Limited has filed all pending financial statement and Annual return and the form E-CODS for the condonation of delay to remove such disqualification of director.

FOR ARIHANT INSTITUTE LIMITED

DATE: 31/08/2018
PLACE: AHMEDABAD

SD/-
SIGNATURE
VINOD CHIMANLAL SHAH
CHAIRMAN & NON EXECUTIVE DIRECTOR
DIN: 08033798



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]

ARIHANT INSTITUTE LIMITED

Registered Office: 201,202, Ratna High Street, Naranpura Crossroad,
Naranpura Ahmedabad-380013

CIN: L80301GJ2007PLC050413 **E-Mail Id:** cs@arihantinstitute.com

Contact No.: 079-27683114 **Website:** www.arihantinstitute.com

Name of Member	
Registered Address:	
E-mail id:	
Folio No./ Client Id:	

I/ We being the member of Arihant Institute Limited, holding _____ shares, hereby appoints:

1. Name: Email Id:
Address:
..... Signature:

Or failing him/her,

2. Name: Email Id:
Address:
..... Signature:

Or failing him/her,

3. Name: Email Id:
Address:
..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 11th Annual General Meeting of members of the Company, to be held on Saturday, 29th September, 2018 at 02:00 P.M. at registered office of the Company at 201,202, Ratna High Street, Naranpura,

Crossroad, Naranpura Ahmedabad-380013, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Ordinary Business:			
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended on 31 st March, 2018, together with the Reports of the Board of Directors and Auditors thereon.		
2.	Reappoint of Mr. Jigar Umeshbhai Shah (DIN: 05328340) who retires by rotation and, being eligible, seeks re-appointment.		
3.	Reappointment of M/s. M/s. NGST & Associates, Chartered Accountants for the period of Five Years		
Special Business:			
4.	To consider and regularize appointment of Mr. Prashant Chandraprakash Srivastav (DIN: 02257146) as an Independent Director		
5.	To consider and regularise appointment of Mrs. Shivani Ketul Patel (DIN: 08033788) as an Independent Director.		
6.	To consider and regularise appointment of Mr. Rushiraj Zaverbhai Patel (DIN: 08017580) as an Executive Director.		
7.	To consider and regularise appointment of Mr. Vinodbhai Chimanlal Shah (DIN: 08033798) as a Non-Executive Director.		
8.	To consider and regularise appointment of Mr. Sandip Vinodray Kamdar (DIN: 00043214) as a Whole Time Director.		

Signed this day of..... 2018

Affix
revenue
stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.



ARIHANT INSTITUTE LIMITED

Registered Office: 201,202, Ratna High Street, Naranpura Crossroad,
Naranpura Ahmedabad-380013

CIN: L80301GJ2007PLC050413 **E-Mail Id:** cs@arihantinstitute.com

Contact No.: 079-27683114 **Website:** www.arihantinstitute.com

ATTENDENCE SLIP

(To be presented at the entrance)

11TH ANNUAL GENERAL MEETING OF ARIHANT INSTITUTE LIMITED

**On Saturday, 29th September, 2018 at 02:00 P.M. at the Registered Office of the company
at 201,202, Ratna High Street, Naranpura Crossroad, Naranpura Ahmedabad-380013**

Folio No. _____	DP ID No. _____	Client ID No. _____
Name of the Member: _____		Signature: _____
Name of the Proxy holder: _____		Signature: _____

I hereby record my presence at the 11th Annual General Meeting of the Company held On Saturday, 29th September, 2018 at 02:00 P.M. at the Registered Office of the company at 201,202, Ratna High Street, Naranpura Crossroad, Naranpura Ahmedabad-380013.

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Integrated Report for reference at the Meeting.