

# ANKA INDIA LIMITED

Regd Off: Village & P.O. Kherki Daula Narsingpur, Distt. Gurgaon, Haryana-122001 Corp.  
Off. 4A/35, Basement, Old Rajinder Nagar, New Delhi-110060 CIN NO:  
L74900HR1994PLC033268: email id: response@ankaindia.com; Phone no: 011-47525580  
website: [www.ankaindia.com](http://www.ankaindia.com)

Date: - 28.07.2017

**BSE LTD**  
**Corporate relation department**  
**1st Floor, New Trading Ring**  
**Rotunda Bldg J.J. Towers,**  
**Dalal Street Mumbai-400001**

**Ref: Company Anka India Ltd (BSE Scrip Code 531673)**

**Subject: Notice of AGM**

Dear Sir,

Please find enclosed herewith the Notice of AGM dated 25<sup>th</sup> July, 2017, along with Proxy Form and Attendance Slip as sent to shareholder(s) of the company for your Records.

**Thanking You**  
**For Anka India Ltd**



**H.S. Sethi**  
**Whole Time Director**



# ANKA INDIA LIMITED

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## NOTICE

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of ANKA INDIA LIMITED will be held on Monday, 21<sup>st</sup> August, 2017 at 10.00 A.M at Balmiki Yuva Vikas Sabha, Near Haldiram, Village & P.O. Kherki Daula Distt. Gurgaon, Haryana -122001 for transacting the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements the Company for the financial year ended 31<sup>st</sup> March 2017 and the Reports of the Board of Directors and Auditors thereon.
2. **APPOINTMENT OF M/S AMSKY & CO. AS THE STATUTORY AUDITORS OF THE COMPANY**

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to appoint , M/S AMSKY & CO. (FRN:- 008458N), Chartered Accountants Rewari, Haryana, as Statutory Auditors of the Company for a period of 5 (five) consecutive financial years, in place of M/s C N K & Associates LLP, Chartered Accountant, Mumbai who have shown their unwillingness to be reappointed as the statutory auditor of the Company, from the conclusion of the 23<sup>rd</sup> Annual General Meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting in the Calendar Year 2022, subject to annual ratification by the members at every Annual General Meeting at such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

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## **SPECIAL BUSINESS:**

### **3. REGULARISATION OF MR. RAKESH KUMAR TRIKHA AS THE DIRECTOR OF THE COMPANY**

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 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. Rakesh Kumar Trikha (DIN No. 02585330), who was appointed as an Additional Director of the Company by the Board of and who holds office as such up to the date of this Annual General Meeting and in respect of whom a notice has been received in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

### **4. REGULARISATION OF MRS. SULAKSHANA TRIKHA AS THE DIRECTOR OF THE COMPANY**

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 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), Mrs. Sulakshana Trikha (DIN No. 02924761), who was appointed as an Additional Director of the Company by the Board of and who holds office as such up to the date of this Annual General Meeting and in respect of whom a notice has been received in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

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## **5. APPOINTMENT OF MRS. SULAKSHANA TRIKHA AS THE WHOLE TIME DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & as per Articles of Association of the company, the consent of the members of the Company be and is hereby accorded to appoint Mrs. Sulakshana Trikha (DIN No. 02924761) as the whole time Director of the Company with immediate effect for a period of 5 (Five Years), at a remuneration and on the terms and conditions of appointment as contained in the explanatory statement to this resolution, with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

## **6. RECLASSIFICATION OF SHAREHOLDER FROM PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY**

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

**“RESOLVED THAT** pursuant to Regulation 31 A (5) and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the arrangement/understanding through SPA between “Existing Promoters” i.e. Mr. Harpreet Singh Sethi, Puja Sethi and Persons acting in concert with them and Acquirers i.e. Rakesh Kumar Trikha, Sulakshana Trikha and Persons acting AS Persons acting in concert (PAC) with them, the consent of the members of the Company be and is hereby accorded to reclassify the Existing Promoters holding 1,00,200 Equity shares constituting 3.64% of the issued and paid-up share capital of Company from “Promoter and Promoter Group” category to the “Public” category, in the shareholding pattern filed with the stock exchanges with effect from the date of this special resolution.

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**RESOLVED FURTHER THAT** Existing Promoters has fulfilled all the following necessary requirements for reclassification as required under Regulation 31 A (5) of the SEBI Listing Regulations:-

- that they does not have any special rights through formal or informal agreements;
- that they does not hold, individually or in aggregate, more than 10% of the paid-up equity capital of the company; and
- that they and their relatives shall not act as key managerial person for a period of more than three years from the date of shareholders' approval.

**RESOLVED FURTHER THAT** pursuant to the fulfilment of the above three conditions as per Regulation 31 A (5) of the SEBI Listing Regulations, the existing promoters will cease to be the promoter of the Company and the Acquirers shall be reclassified as the new promoters of the Company as already approved by the Board in their meeting held on 09<sup>th</sup> March, 2017 and the same may be communicated to the BSE Limited for their approval.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director or Asst. Company Secretary of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Registrar of Companies / Stock Exchanges / other authorities concerned."

## **7. ISSUE OF 82, 47,474 WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS**

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

**"RESOLVED THAT** in furtherance to resolution passed through postal ballot dated 24/05/2017, pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the **"Act"**) and in accordance with and subject to the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (**the "ICDR Regulations"**), the Securities Contracts (Regulation) Act, 1956, as amended, Foreign Exchange Management Act,

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1999 and any other guidelines, circulars and notifications issued by the Reserve Bank of India (“RBI”), Government of India (“GOI”) or any other statutory /regulatory authorities and in accordance with all other applicable regulations, guidelines and clarifications thereon issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of any other appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot, on preferential basis, in one or more tranches, upto 82, 47,474 (Eighty Two Lakh Forty Seven Thousand Four Hundred Seventy Four) warrants for a cash consideration, at such price being not less than the price determined in accordance with SEBI (ICDR) Regulations (“Issue Price”), convertible into equivalent number of fully paid up Equity Share of the Company of face value of Rs.10 (Rupees Ten only) each, ranking pari-passu in all respects, including as to dividend, with the existing Equity Shares of the Company, to certain persons/entities (hereinafter referred to as the “**Proposed Allottees /Warrant holder**”) whether they are Shareholders of the Company or not, more particularly mentioned in the table below, in such manner as the Board may, in its absolute discretion, think fit:

| S NO.        | NAME OF PROPOSED ALLOTTEE    | PROMOTER/<br>NON<br>PROMOTER | NO. OF<br>WARRANTS<br>OF<br>PROPOSED<br>TO BE TAKEN<br>UP |
|--------------|------------------------------|------------------------------|---|
| 1            | SUNIL GIRIDHARILAL RAHEJA    | Non Promoter                 | 5,28,000  |
| 2            | SEEMA KAPOOR                 | Non Promoter                 | 5,17,000  |
| 3            | S SUBRAMANI                  | Non Promoter                 | 5,25,000  |
| 4            | POLLUR MOHAN                 | Non Promoter                 | 5,15,000  |
| 5            | POOJA KUMAR CHANDNA          | Non Promoter                 | 5,30,000  |
| 6            | VAIBHAV BALU ZORE            | Non Promoter                 | 1,72,000  |
| 7            | GANESH GOVINDPRAKASH GUPTA   | Non Promoter                 | 4,82,828  |
| 8            | SHAH CHUNILAL RAJNIKANTH HUF | Non Promoter                 | 5,00,000  |
| 9            | SULAKSHANA TRIKHA            | Non Promoter                 | 14,77,646   |
| 10           | RAJESHKUMAR TRIKHA           | Non Promoter                 | 30,00,000   |
| <b>TOTAL</b> |                              |                              | <b>82,47,474</b>  |

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**RESOLVED FURTHER THAT** the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall be subject to applicable guidelines, notifications, rules and on such other terms and conditions as may be determined by the Board in its absolute discretion including but not limited to the following terms and conditions as mentioned below:

- a) The “**Relevant Date**” pursuant to Regulation 71 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Warrants, shall be **Friday, 21<sup>st</sup> July, 2017** which is 30 days prior to the date of the 23<sup>rd</sup> Annual General Meeting which will be considering this special resolution for approving the preferential issue on private placement basis..
- b) The proposed allottee(s) of Warrants shall be entitled to apply for and obtain, in one or more tranches allotment of one equity share of face value of Rs. 10/- (Rupees Ten only) each of the Company against each Warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants.
- c) The issue price of the said warrants will be Rs. 10/- (Rupees Ten only) per warrant or the minimum price as required to be recomputed in accordance with the SEBI (ICDR) Regulations and applicable law, whichever is higher.
- d) The warrant holder(s) shall have to pay an amount equivalent to 25% of the total consideration per warrant, on or before the date of allotment of warrants.
- e) The Warrant holder(s) shall have the option of applying for and being allotted equity shares of the Company of face value of Rs. 10/- each by paying the balance 75% of the consideration after adjusting the upfront payment made.
- f) In case the Warrant holder(s) do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- g) The Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.
- h) The said Warrants by itself do not give to the Warrant holder any rights of the Shareholders or Debenture holders of the Company.
- i) The equity shares to be so allotted on exercise of Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.

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**RESOLVED FURTHER THAT** the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

**RESOLVED FURTHER THAT** the Board is hereby authorised to take necessary steps for listing of the equity shares allotted upon conversion of Warrants on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the Warrants and/or equity shares and utilization of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit and to file all the necessary forms and documents with the Registrar of Companies NCT of Delhi and Haryana and with any other authorities."

**BY ORDER OF THE BOARD**

**SD/-**

**ANTIMA GUPTA**

**COMPANY SECRETARY**

**ACS No. 38140**

**E-5/108, FIRST FLOOR SECTOR-16**

**ROHINI DELHI 110089**

**PLACE: GURGAON**

**DATE : 25.07.2017**

**Regd. Office:**

Village & P.O. Kherki Daula,

Distt. Gurgaon, Haryana-122001



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## **IMPORTANT NOTES:**

1. The Register of Members and the Share Transfer books of the Company will remain closed from 16<sup>th</sup> August, 2017 to 21<sup>st</sup> August, 2017 (both days inclusive).
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBER(S) NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
4. 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. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
5. 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 the PAN to their

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Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

6. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.
7. The Company has paid the Annual Listing Fees for the year 2017-2018 to the viz. BSE Limited on which the Company's Securities are presently listed.
8. Voting through electronic means:-
  - I. In compliance with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, the Company is providing the shareholders facility to exercise their right to vote on Resolutions proposed to be considered at the forthcoming Annual General Meeting by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL).
  - II. That the facility for voting, through Ballot Paper shall also be made available at the Meeting & Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
  - III. That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again.

### **The process & manner for e-voting are as under:**

- i. The remote e-voting period begins on **18.08.2017 (9:00 AM)** and ends on **20.08.2017 (5:00 PM)**. 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 **13.08.2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on “Shareholders.” Tab.
- iv. Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

|                       | <b>For Members holding shares in Demat Form and Physical Form</b>  |
|-----------------------|--|
| PAN                   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul> |
| DOB                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.  |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>  |
| Dividend              | Enter the Dividend Bank Details as recorded in your demat account or in the  |

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|              | For Members holding shares in Demat Form and Physical Form   |
|--------------|--|
| Bank Details | company records for the said demat account or folio.<br>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for **ANKA INDIA LIMITED** on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
9. The Voting Rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the *cut-off date* i.e. 13.08.2017.
10. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on the *cut-off date* only shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting through ballot paper.
11. Mr. A. Sekar, Practicing Company Secretary (Membership No ACS 8649.) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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12. The Chairman shall, at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, by use of “ballot paper” or “polling paper” for all those Members who are present at the annual general meeting but have not cast their votes by availing the remote e-voting facility.
13. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make not later than (48) forty Eight Hours from the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.
14. The Results along with the Scrutinizer’s Report shall be placed on the Company’s website [www.ankaIndia.com](http://www.ankaIndia.com) and on the website of CDSL immediately after declaration of results and communicated to the Stock Exchanges.
15. All documents referred to in the accompanying Notice and the Explanatory Statements shall be open for inspection at the Registered Office of the Company during normal business hour (9.00 AM to 5.00 PM) on all working days, upto and including the date of the Annual General Meeting of the Company
16. As prescribed under the Secretarial Standards-2 i.e. General Meeting issued by the Company Secretaries of India Route Map for the Venue of the AGM is attached herewith.

**BY ORDER OF THE BOARD**

**PLACE: GURGAON**

**DATE : 25.07.2017**

**ANTIMA GUPTA  
COMPANY SECRETARY**

**ACS No. 38140  
E-5/108, FIRST FLOOR SECTOR-16  
ROHINI DELHI 110089**

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NO. 3**

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee in their meeting held on 9<sup>th</sup> March, 2017 has appointed Mr. Rakesh kumar Trikha (DIN No. 02585330) as an Additional Director of the Company to hold office upto the date of the Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act from a member along with deposit of Rs. 1,00,000 (Rupees One Lakh) signifying his intention to propose the appointment of Mr. Rakesh Kumar Trikha as the Director of the Company.

The Company has received from Mr. Rakesh Kumar Trikha (i) consent in writing to act as Director in form DIR-2 pursuant to rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 (2) of the Companies Act, 2013.

In the opinion of your Board Mr. Rakesh Kumar Trikha fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as Director The association and rich experience he brings with her would benefit the Company.

None of the Directors, Key Managerial Personnel's or their relatives are in any way interested or concerned in the resolution except Mrs. Sulakashana Trikha who is the wife of Mr. Rakesh Kumar Trikha and proposed to be appointed as the Whole time Director of the Company and others to the extent of their shareholding held by them in the Company.

In view of the above, the Board recommends the approval of Members by way of ordinary resolution.

### **ITEM NO. 4 & 5**

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee in their meeting held on 9<sup>th</sup> March, 2017 has appointed Mrs. Sulakshana Trikha, as an Additional Director of the Company to hold office upto the date of the Annual General Meeting. Further the Board of Directors on the recommendation Nomination & Remuneration Committee in their meeting held on 25<sup>th</sup> July, 2017 has confirm her appointment as the whole time director of the Company on the following terms and conditions:-

# ANKA INDIA LIMITED

CIN: - L74900HR1994PLC033268

1. **Period of Appointment:-** She has been appointed for period of term of 5 Year commencing from the approval of the shareholders in the Annual General Meeting and shall be eligible for the re-appointment.

2. **Remuneration:-**

- i. **Basic Salary:** Rs. 75,000 (Rupees Seventy Five Thousand) Per Month with such increments as the Board may decide from time to time.
- ii. **Medical Expenses:** Expenses incurred for self and family, as per Company's rules subject to such ceiling as may be decided by the Board from time to time but not exceeding, in any case, one month salary per year or Five months' salary in a periods of Five years.
- iii. **Leave Travel Concession:-** For self and family once in a year in accordance with the rules of the Company
- iv. **Telephone:** Reimbursement of the actual expenses incurred on telephone at his residence for the business of the Company, personal long distance call charges will be borne by Mrs. Sulakshana Trikha.
- v. **Provident Fund:** As per rules of the Company and applicability on the Company.

OTHER CONDITIONS:-

- i. The terms and conditions of the said appointment may be altered and varied from time to time by the Board, as it may deem fit.
- ii. Employment may be terminated by either party giving a notice.
- iii. She is entitled for the sitting fee for attending the meeting of the Board of Directors or Committees thereof.

As the Company has not earn any income in the previous year and running in losses, further till date there has been no income in the Company hence there is no profits/inadequate profits in the Company, accordingly the following additional detailed information as per Section – II of Schedule V is as follows:-

| <b>I. General Information:</b>            |  |
|---|--|
| (a) Nature of industry                    | Manufacturing or Trading in telecommunication equipment's Industry |
| (b) Date or expected date of commencement | Presently the Company is not operating but it                      |



# ANKA INDIA LIMITED

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|  |   |
|--|---|
| of commercial production.  | is expected to start its new operations during the current financial Year.  |
| (c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | NA  |
| (d) Financial performance based on given indicators.   | Financial year 2015-16<br>Gross Revenue : Rs. NIL<br>Profit after Tax : Rs. (893,141)<br>Rate of Dividend : NIL<br>Earnings per Share: (0.32)   |
| (e) Foreign investments or collaborators, if any   | The Company has not made or received any foreign investments and neither entered into any foreign collaborations  |
| <b>II. Information about the appointee:</b>  |   |
| (a) Background details   | Mrs. Sulakshana Trikha aged about 69 Years is a Intermediate passed from Punjab University  |
| (b) Past remuneration  | NIL   |
| (c) Recognition or awards  | -   |
| (d) Job profile and his suitability  | More than a decade experience in Cosmetics Business and successfully promoted and now managing and controlling an entertainment company for more than 7 years.  |
| (e) Remuneration proposed  | It is proposed to Pay Basic salary Rs.75000 per month plus other perquisites and Benefits.  |
| (f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person                                   | Considering the responsibility shouldered by her of the new proposed business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses. |
| (g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any                                | She is the proposed promoter of the Company and currently holding 4,52,032 Equity Shares of the Company constituting 16.42% of the Issued and paid capital of the Company.  |
| <b>III. Other information:</b>   |   |
| (a) Reasons of loss or inadequate profits  | The Company has closed its business activity i.e. manufacturing of shoes soles in the Year  |

## ANKA INDIA LIMITED

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|   |   |
|---|---|
|   | 2011-12. After that the Company has not been able to start any new business activity, hence there is no revenue from the operations of the Company and the Company has incurred losses in the previous few years.                             |
| (b) Steps taken or proposed to be taken for improvement               | The Company is going to raise funds through issue of warrants convertible into equity shares by way of preferential offer and utilise the funds as raised to repay the outstanding loans and for starting up the new projects of the Company. |
| (C) Expected increase in productivity and profits in measurable terms | Barring unforeseen circumstances, the Company hopes that it will generate the revenue and also earns profits from the new business activity.  |

The Company has received notice in writing under the provisions of Section 160 of the Act from a member along with deposit of Rs. 1,00,000 (Rupees One Lakh) signifying his intention to propose the appointment of Mrs. Sulakshana Trikha, as the Director of the Company.

The Company has received from Mrs. Sulakshana Trikha, (i) consent in writing to act as whole time Director in form DIR-2 pursuant to rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 (2) of the Companies Act, 2013.

In the opinion of your Board Mrs. Sulakshana Trikha the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as Director. The association and rich experience he brings with her would benefit the Company.

Since the company is required to have a whole time director as one of the Key Managerial Personnel, as the existing Board of the Directors has resigned from the Company which becomes effective after the conclusion of the ensuing Annual General Meeting. Since the appointee is near about to attained the age of seventy years, it is proposed to pass the special resolution for her appointment.

None of the Directors, Key Managerial Personnel's or their relatives are in any way interested or concerned in the resolution except Mr. Rakesh Kumar Trikha who is the husband of Mrs. Sulakashana Trikha and proposed to be appointed as the Whole time Director of the Company and others to the extent of their shareholding held by them in the Company.

# **ANKA INDIA LIMITED**

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In view of the above, the Board recommends the approval of Members by way of ordinary resolution.

## **ITEM NO. 6**

The Company has received request from the Existing promoters to reclassify them from the “Promoters and Promoters Group category to the Public category” pursuant to the SPA entered between the Existing Promoters and Acquirers.

Further the existing promoters has agreed and acknowledged that they comply with all the following conditions under Regulation 31 A (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”):

- that they does not have any special rights through formal or informal agreements;
- that they does not hold, individually or in aggregate, more than 10% of the paid-up equity capital of the company; and
- that they and their relatives shall not act as key managerial person for a period of more than three years from the date of shareholders’ approval.

The Board of Directors in their meeting held on 09<sup>th</sup> March, 2017 has already took note on the consummation of the open offer and has approved the Acquirers to be the new promoter of the company subject to reclassification of Promoters as approved by the shareholders of the Company in the general meeting. Further the Board has received the request from the existing promoters to reclassify them to the Public Category from Promoter category and the same has been approved by the board in their meeting held on 25<sup>th</sup> July, 2017.

As per Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, those who are not desirous of being classified as promoters any long must submit a request to the company which has to be accepted by the Board of Directors and their request will shall be accepted subject to the approval of the same by the shareholders of the company. The acceptance of the Board and the approval of the shareholders are thereafter sent to the stock exchange for their clearance in order to reclassify the shareholding pattern of the company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise except to the existing promoter group directors and the Acquirer Director and other to extent of their shareholding held by them in the Company.

In view of the above, the Board recommends the approval of Members by way of special resolution.

# ANKA INDIA LIMITED

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## ITEM NO. 7

As the members may be aware of the fact that the Company had already obtained the necessary approval of the members by way of passing of special resolutions passed through postal ballot, dated 24<sup>th</sup> May, 2017 to issue and allot the **82,47,474 Warrants (Eighty Two lakh forty Seven Thousand four hundred seventy four)** on preferential basis subject to the necessary approval(s), to certain persons/entities (hereinafter referred to as the “Proposed Allottees/Warrant holder”), whether or not the Shareholders of the Company, with an option to warrant holders to subscribe for equal number of equity shares of face value of Rs. 10/- each. Warrants. However, due to some Financial strains the Company could not make the requisite Application for Principal Approval to the BSE, accordingly the BSE advised the Company to take fresh mandate of the members in the General Meeting to issue and allot the 82,47,474 Warrants convertible into equity shares. In accordance with the directions issued by Bombay Stock Exchange following the Company’s delayed application, the company is obtaining a fresh approval for the proposed resolution as per the regulation 74 of the SEBI (Issue of Capital and Disclosure Requirements), 2009.

Hence according to the instructions of the Bombay Stock Exchange, the Board of Directors in their meetings held 25<sup>th</sup>, July, 2017 had considered to obtain the fresh approval of the Members of the Company and approved, issuance of **82,47,474 Warrants (Eighty Two lakh forty Seven Thousand four hundred seventy four)** on preferential basis subject to the necessary approval(s), to certain persons/entities (hereinafter referred to as the “Proposed Allottees/Warrant holder”), whether or not the Shareholders of the Company, with an option to warrant holders to subscribe for equal number of equity shares of face value of Rs. 10/- each.

There are no material changes in the facts and circumstances pertaining to this proposed resolution, other than delay in implementation of the approval received from the members and some changes in the names of the Investors. However, in view of the regulatory requirement to obtain approval from the members afresh, this special resolution is again placed before the members for their approval. Accordingly, the only change is that the relevant date for the pricing of the issue is 21<sup>st</sup> July, 2017

The Board of Directors of the Company are planning to start new Business activities and expand its business operations. Further, the Company also has the requirement of funds to meet expenditure for general corporate purposes, including but not limited to reduction of outstanding debt liability of the Company.

In terms of the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder (the “Act”), and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI (ICDR) Regulations”), as amended, a company can undertake preferential allotment only after obtaining

# **ANKA INDIA LIMITED**

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prior approval of the shareholders by way of special resolution on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations.

The following disclosures for the preferential issue of equity shares are made in accordance with the provisions of Chapter VII of ICDR Regulations and in pursuant to Rule 13(2) (d) of Companies (Share Capital and Debentures) Rules, 2014.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations in relation to the aforesaid Special Resolution are given as under:

## **1. Objects of the Preferential Issue:**

As mentioned above in order to meet the required funds for the new business activities, expand its business operations in the state of Maharashtra and to meet expenditure for general corporate purposes, including but not limited to reduction of outstanding debt liability of the Company.

## **2. The total number of securities to be issued:**

The Board intends to offer, issue and allot up to **82,47,474 (Eighty Two lakh forty Seven Thousand four hundred seventy four)** Warrants on preferential basis in accordance with SEBI (ICDR) Regulations and other applicable laws.

## **3. The price at which the allotment is proposed:**

The issue price of the said warrants shall be Rs. 10/- (Rupees Ten only) per warrant or the minimum price as required to be recomputed in accordance with the SEBI (ICDR) Regulations and applicable law, whichever is higher.

## **4. Basis on which price has been arrived at along with report of the registered valuer:**

As the shares of the Company are infrequently traded, the price has been arrived as per the valuation report obtained from M/s Barwal & Associates, Independent Chartered Accountant as on the relevant date i.e. 21, July, 2017.

## **5. The proposal / intention of the Promoters, Directors or Key Managerial Personnel's to subscribe to the Offer:**

Mrs. Sulakshana Trikha and Mr. Rakesh Kumar Trikha the Proposed Promoters and Proposed Directors of the Company have indicated their intention to subscribe to the offer. No warrants are being offered to the Other Promoters or Key Managerial Personnel's of the Company.

# ANKA INDIA LIMITED

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## 6. Relevant date:

The “Relevant Date” in terms of Regulation 71 of the SEBI (ICDR) Regulations for determination of minimum price is **Friday, 21<sup>st</sup> July, 2017**, which is 30 days prior to the date of the forthcoming annual general meeting in which this proposal is being considered.

## 7. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. 10 below.

## 8. Shareholding Pattern before and after the Preferential Issue:

| Sr. No   | Category of Shareholders                 | Pre-Issue Equity Shareholding (as on 30.06.2017) |                    | Post-Issue Equity Shareholding (Assuming full conversion of warrants)* |                    |
|----------|--|--|--------------------|--|--------------------|
|          |  | No. of Shares held                               | % of share holding | No. of shares held   | % of share holding |
| <b>A</b> | <b>Promoters and promoter group</b>      |  |                    |  |                    |
| <b>1</b> | Indian :                                 |  |                    |  |                    |
|          | a) Individual                            | 1,00,200   | 3.64               | 1,00,200   | 0.91               |
|          | b) Bodies Corporate                      | -  | -                  | -  |                    |
|          | <b>Sub Total</b>                         | <b>1,00,200</b>                                  | <b>3.64</b>        | <b>100,200</b>   | <b>0.91</b>        |
| <b>2</b> | <b>Foreign Promoters</b>                 | -  | -                  | -  | -                  |
|          | <b>Sub Total (A)</b>                     | <b>1,00,200</b>                                  | <b>3.64</b>        | <b>100,200</b>   | <b>0.91</b>        |
| <b>B</b> | <b>Non-Promoters' (Public) holding :</b> |  |                    |  |                    |
| <b>1</b> | Institutional Investors                  | -  | -                  | -  | -                  |
| <b>2</b> | Non-Institution :                        |  |                    |  |                    |
|          | a) Bodies Corporate                      | 2,71,575   | 9.86               | 2,71,575   | 2.47               |
|          | b) Directors and Directors Relatives     | 8,96,753   | 32.57              | 53,74,399  | 48.85              |
|          | c) Individual (Indian Public)            | 14,26,651  | 51.81              | 51,96,479  | 47.24              |
|          | d) NRI                                   | 58,270   | 2.12               | 58,270   | 0.53               |
|          |  |  |                    |  |                    |
|          | <b>Sub Total(B)</b>                      | <b>26,53,249</b>                                 | <b>96.36</b>       | <b>1,09,00,723</b>   | <b>99.09</b>       |
|          | <b>GRAND TOTAL</b>                       | <b>27,53,449</b>                                 | <b>100</b>         | <b>1,10,00,923</b>   | <b>100</b>         |

# ANKA INDIA LIMITED

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*\*the figures in the shareholding pattern are on the assumption that all the warrants will be subscribed, pursuant to the shareholders resolution and all said warrants will be exercised/ converted into equity shares. However, if any warrants are not issued /allotted and the warrants are not exercised, the figures will change accordingly. Further we have not taken the effect of proposed reclassification of shares as proposed in Item No 6*

## 9. Proposed time frame within which the issue shall be completed:

The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the Resolution by the Shareholders provided where the allotment is pending on account of any approval from any Regulatory Authority/Body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

## 10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

The preferential issue of Equity Shares is proposed to be made to the following proposed and non-promoter Investors. The Company has already obtained PAN.

The pre issue and post issue shareholding along with the details of ultimate beneficiary owners of the shares are mentioned below:-

| Name of the Proposed allottees | Ultimate Beneficial Owner | Existing Shareholdings |                   | Post Issue Shareholdings<br>(Assuming full conversion of warrants)* |                   |
|--------------------------------|---------------------------|------------------------|-------------------|---|-------------------|
|                                |                           | No. of Shares          | % of Shareholding | No. of Shares   | % of Shareholding |
| SUNIL GIRIDHARILAL RAHEJA      | SUNIL GIRIDHARILAL RAHEJA | -                      | -                 | 5,28,000  | 4.80              |
| SEEMA KAPOOR                   | SEEMA KAPOOR              | -                      | -                 | 5,17,000  | 4.70              |
| S SUBRAMANI                    | S SUBRAMANI               | -                      | -                 | 5,25,000  | 4.77              |
| POLLUR MOHAN                   | POLLUR MOHAN              | -                      | -                 | 5,15,000  | 4.68              |
| POOJA KUMAR CHANDNA            | POOJA KUMAR CHANDNA       | -                      | -                 | 5,30,000  | 4.82              |
| VAIBHAV BALU ZORE              | VAIBHAV BALU ZORE         | -                      | -                 | 1,72,000  | 1.56              |
| GANESH                         | GANESH                    | -                      | -                 | 4,82,828  | 4.39              |

# ANKA INDIA LIMITED

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|                                       |  |          |       |           |       |
|---------------------------------------|--|----------|-------|-----------|-------|
| GOVIND<br>PRAKASH<br>GUPTA            | GOVIND<br>PRAKASH  |          |       |           |       |
| SHAH<br>CHUNILAL<br>RAJNIKANTH<br>HUF | <b>RAJNIKANTH<br/>CHUNILAL<br/>SHAH (Karta of<br/>the HUF)</b> | -        | -     | 5,00,000  | 4.55  |
| SULAKSHANA<br>TRIKHA                  | SULAKSHANA<br>TRIKHA   | 3,73,441 | 13.56 | 18,51,087 | 16.83 |
| RAJESHKUMAR<br>TRIKHA                 | RAJESHKUMAR<br>TRIKHA  | 4,76,232 | 17.30 | 34,76,232 | 31.60 |

*\*the figures in the Post-Issue Equity shareholding are on the assumption that all the warrants will be subscribed, pursuant to the shareholders resolution and all said warrants will be exercised/ converted into equity shares. However, if any warrants are not issued /allotted and the warrants are not exercised, the figures will change accordingly.*

## 11. Change in control consequent to the preferential issue:

There is no change in control of management consequent to this preferential issue. However as already described at resolution and Item No. 6 that reclassification in the promoters group and also the existing management has given their resignation in the Board Meeting held on 25<sup>th</sup> July, 2017 which is effective after the conclusion of the ensuing Annual General Meeting and new management will take over the Company pursuant to SPA entered into between the Existing Promoters and the Acquirers.

## 12. The Company hereby undertakes that:

- 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.
- 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 warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.

## 13. Auditors' Certificate:

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of SEBI (ICDR) Regulations shall be made available for inspection at the registered office of the Company on or after 25<sup>th</sup> July, 2017 between 10.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of the Postal Ballot.



# **ANKA INDIA LIMITED**

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## **14. Lock-in Period:**

The securities allotted to Proposed Allottees shall be locked in as per Regulation 78 and other applicable provisions of SEBI (ICDR) Regulations.

## **15. Others:**

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members.

None of the Directors, Key Managerial Personnel's or their relatives *except Mrs. Sulakshana Trikha and Mr. Rakesh Kumar Trikha i.e. proposed promoters and directors of the Company* are in any way interested or concerned in the resolution except to the extent of their shareholding held by them in the Company.

In view of the above, the Board recommends the approval of Members by way of special resolution.

**BY ORDER OF THE BOARD**

**SD/-**

**ANTIMA GUPTA**

**COMPANY SECRETARY**

**ACS No. 38140**

**E-5/108, FIRST FLOOR SECTOR-16**

**ROHINI DELHI 110089**

**PLACE: GURGAON**

**DATE : 25.07.2017**

**ANKA INDIA LIMITED**  
**Regd. Office : Village & P.O. Kherki Daula, Distt. Gurgaon, Haryana-122001**  
**CIN-L19201HR1994PLC033268**

**FORM NO. MGT - 11**  
**PROXY FORM**

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

**Name of the Member(s):**  
**Registered Address:**  
**E-mail ID**  
**Folio No./ Client ID:**

I/We being the Member(s) of \_\_\_\_\_ equity shares of Rs. 10 each of Anka India Limited, hereby appoint:

1. Name: \_\_\_\_\_ Email Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_

2. Name: \_\_\_\_\_ Email Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_

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 the 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Monday, August 21, 2017 at 10.00 a.m. at 'Balmiki Yuva Vikas Sabha, Near Haldiram, Kherki Daula, Distt Gurgaon Haryana-122001 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

**Ordinary Business:**

1. Adoption of Balance Sheet, Profit & Loss Account, Directors' Report and Auditors' Report thereon for the year ended on March 31, 2017;
2. Appointment of M/S Amsky & Co. qs the statutory auditors of the Company.

**Special Business :**

3. Regularisation of Mr. Rakesh Kumar Trikha as the director of the company
4. Regularisation of Mrs. Sulakshana Trikha as the director of the company
5. Appointment of Mrs. Sulakshana Trikha as the whole time director of the company
6. Reclassification of Shareholder From Promoter Group Category to Public Category
7. To approve the de-classification of existing promoters and the classification of the acquirers as the promoters of the company
8. Issue of 82, 47,474 Warrants, Convertible into Equity Shares on Preferential Basis
- 9.

Signed this..... day of..... 2017

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**Note: This form of 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.**

**ANKA INDIA LIMITED**  
**Regd. Office : Village & P.O. Kherki Daula, Distt. Gurgaon, Haryana-122001**  
**CIN-L19201HR1994PLC033268**

**ATTENDANCE SLIP**

**To be handed over at the entrance of the Meeting Hall**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL (Joint shareholders may obtain additional slip at the venue of the meeting).

|                            |  |               |  |
|----------------------------|--|---------------|--|
| DP ID*                     |  | Folio No.     |  |
| Client ID*                 |  | No. of Shares |  |
| Name of the Shareholder    |  |               |  |
| Address of the Shareholder |  |               |  |

I hereby record my presence at the 23<sup>rd</sup> Annual General Meeting of the Company being held at the Balmiki Yuva Vikas Sabha, Near Haldiram, Kherki Daula, Distt Gurgaon Haryana-122001 on Monday, 21<sup>st</sup> August, 2017 at 10.00A.M.

**Notes:**

- I) Members/Proxy holders are requested to bring the Attendance Slip with them duly filled in when they come to the Meeting and hand over at the entrance. No attendance slip will be issued at the time of the Meeting.
- II) Members/Proxy holders desiring to attend the Meeting should bring their copy of the Annual Report for reference at the Meeting. \*Applicable for investors holding shares in electronic form.

Member's/Proxy's Signature  
(To be signed at the time of handing over this slip)