

# 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: L19201HR1994PLC033268: email id: response@ankaindia.com; Phone no: 011-47525580 website: www.ankaindia.com

## POSTAL BALLOT FORM

### Postal Ballot Form No.:

Name and Registered address  
of the Sole/First Named Member. :

Name(s) of the Joint holder(s) if any:

Registered Folio No./DP ID & Client ID No.\*  
(\*Applicable to members holding shares in dematerialized form)

Number of equity shares held:

I / We hereby exercise my / our vote in respect of the following Special/Ordinary Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated 05-04-2017 of Anka India Limited (“the Company”) by sending my / our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (√) mark in the appropriate column below.

Item No.	Details of Resolution	No. of equity shares held	I/We assent to the resolution (For)	I/We dissent to there solution(Against)
1	Appointment of Ms Niti Sethi as independent director			
2	Appointment of Ms Asha Kishinchand as independent director			
3	Reclassification of authorised share capital and alteration of capital clause of the memorandum of association			
4	Alteration of object Clause and Clause 3B of Memorandum of Association of the Company			
5	To shift the registered office of the company from the state of Haryana to the State of Maharashtra			
6	To adopt new articles of association of the company in conformity with the companies act, 2013			
7	Increase in the borrowing powers to the board upto 30 crores.			
8	Creation of charges on the movable and immovable properties of the company, both present and future, in respect of borrowings			
9	Issue of 82, 47,474 warrants, convertible into equity shares on preferential basis			

Place:

Date :

(Signature of the Member)  
must be as per specimen signature registered  
with the Company/Depository Participant

### ELECTRONICS VOTING PARTICULARS

EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)	USER ID	PASSWORD/PIN

**Note: Please read the instructions printed overleaf and in the notice of the postal ballot carefully before exercising your vote.**

## INSTRUCTIONS

1. A Member desirous of exercising his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the following address of the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However, envelope containing Postal Ballots deposited in person or sent by courier at the expense of the shareholder will also be accepted.

Mr. Mohit Aggarwal  
Scrutinizer, Anka India Limited  
4A/35, Basement, Old Rajinder Nagar, New Delhi-110060

2. Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint holding, this Form must be completed and signed by the first named Member and in his/her absence, by the next named Member.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Scrutinizer's decision on the validity of the Postal Ballot/e-voting will be final.
6. The Postal Ballot/e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on **Wednesday, 24<sup>th</sup> May 2017 (5:00 PM IST)**. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of postal ballot will be announced on **Thursday, 25<sup>th</sup> May 2017**, at the Registered Office of the Company at Village & P.O. Kherki Daula Narsingpur, Distt. Gurgaon, Haryana-122001.
8. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the Member as on **Friday, 14<sup>th</sup> April 2017**.
9. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders
11. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a Certified True Copy of the Board Resolution/Authority.
12. A Shareholder need not use all his/her votes nor is he/she required to cast his/her votes in the same way.

### In case of members receiving e-mail:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
For Physical Form: Members should enter Folio Number registered with the Company.
- (iv) Thereafter please enter the Image Verification as displayed and Click on Login.  
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.
- (v) If you are a first time user follow the steps given below:

Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 (Available in the Address label pasted in the cover and/or in the e-mail sent to the members) in the PAN field. <ul style="list-style-type: none"> <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> <li>• PAN/DEFAULT PAN is communicated in the Postal Ballot Form.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records for the said demat account or folio. 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 (iii).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Anka India Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) 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 <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the registration form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

### In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

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).

# 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: L19201HR1994PLC033268: email id: response@ankaindia.com; Phone no: 011-47525580 website: www.ankaindia.com

## POSTAL BALLOT NOTICE

### Pursuant to Section 110 of the Companies Act, 2013 & Companies (Management and Administration) Rules, 2014

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**ACT**”) read together with Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members through Postal Ballot/electronic voting (e-voting). The Explanatory Statement pertaining to the aforesaid resolutions setting out the materials facts concerning each items and the reason thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company (“**Board**”) has appointed CS Mohit Aggarwal Proprietor of M/s Mohit Aggarwal & Associates, Company Secretaries, as the Scrutinizer (“**Scrutinizer**”) for conducting the postal ballot/e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later 05:00P.M IST on **May 24<sup>th</sup>, 2017**. Postage will be borne and paid by the Company. Postal Ballot Forms(s), if sent at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section ‘Voting through Electronic Means’. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The scrutinizer shall submit his report to the Chairman or any other authorised person of the Company after the Completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared by the Chairman or any other authorised person of the Company on or before **Thursday, 25<sup>th</sup>May, 2017** and communicated on or before **Friday,26<sup>th</sup> May, 2017**the same day to the stock exchange, depository, registrar and share transfer agents and shall also be displayed on the Company’s website i.e. [www.ankaindia.com](http://www.ankaindia.com).

**Date:- 05<sup>th</sup> April, 2017**

**Place:- Gurugram**

**By the order of Board  
For Anka India Limited**

**SD/-  
Antima Gupta  
Company Secretary  
ACS:-38140**

## RESOLUTIONS:

### ITEM NO 1: APPOINTMENT OF MS NITI SETHI AS AN INDEPENDENT DIRECTOR

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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”)(including any statutory modification(s) or re-enactment thereof for the time being in force)read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules made there under and read with Schedule IV of the Companies Act, 2013, the consent of the Member of the Company be and is hereby accorded to appoint Ms. Niti Sethi (DIN: 07624580), who has submitted a declaration that she meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from one of the member under section 160 of the Act, proposing her candidature for the office of Director, as Independent Non rational Director on the Board of the Company for a term up to five consecutive years with immediate effect and shall be eligible for re-appointment thereafter on passing of a special resolution.

**RESOLVED FURTHER THAT** 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) be and is hereby authorized to take such steps and do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the above said resolution and to take such actions or to give such directions as may be necessary or desirable and to file necessary return and documents with the Registrar of Companies, NCT of Delhi and Haryana or with any such other authorities for giving effect the above said resolution.”

### ITEM NO 2: APPOINTMENT OF MS ASHA KISHINCHAND AS AN INDEPENDENT DIRECTOR

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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”)(including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules made there under and read with Schedule IV of the Companies Act, 2013, the consent of the Member of the Company be and is hereby accorded to appoint Ms. Asha Kishinchand (DIN: 07727473), who has submitted a declaration that she meets the criteria for independence as provided in section 149 (6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from one of the member under section 160 of the Act, proposing her candidature for the office of Director, as Independent Non rational Director on the Board of the Company for a term up to five consecutive years with immediate effect and shall be eligible for re-appointment thereafter on passing of a special resolution.

**RESOLVED FURTHER THAT** 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) be and is hereby authorized to take such steps and do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the above said resolution and to take such actions or to give such directions as may be necessary or desirable and to file necessary return and documents with the Registrar of Companies, NCT of Delhi and Haryana or with any such other authorities for giving effect the above said resolution.”

### ITEM NO 3: RE CLASSIFICATION OF AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re -enactment thereof, for the time being in force) and the rules made there under and such other regulations/guidelines to the extent applicable and pursuant to the provisions of Articles of Association of the Company and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the 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 reclassify the existing Authorised Share Capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/-each (Rupees Ten Only) and 4,00,000 (Four Lakhs) Redeemable Preference Shares of Rs. 100/-each (Rupees One Hundred Only) to Rs 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/-each (Rupees Ten Only) by deletion of 4,00,000 (Four Lakhs) Redeemable Preference Shares of Rs. 100/- each (Rupees One Hundred each).

**RESOLVED FURTHER THAT** the new equity shares shall rank pari-passu with the existing equity shares in all respects.

**RESOLVED FURTHER THAT** the existing Clause 5 of the Memorandum of Association of the Company be and is hereby deleted and substituted by the following New Clause 5:

### 5.The Authorized Share Capital of the Company is Rs.12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps and do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the above said resolution and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission as they may deem fit and to pay any fees relating thereto and to file necessary return and documents with the Registrar of Companies, NCT of Delhi and Haryana or with any such other authorities for giving effect the above said resolution.”

### ITEM NO 4: ALTERATION OF OBJECT CLAUSE AND CLAUSE 3 B OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modifications or re -enactment thereof, for the time being in force)and the rules made there under and such other regulations/guidelines to the extent applicable and pursuant to the provisions of Articles of Association of the Company and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the 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 alter the main objects of the Company by substituting the existing sub clause 8 of clause 3A of the Memorandum of Association by the following new clause:

**8. To lend, advance, invest moneys or funds and / or provide guarantees for loans / financial assistance availed by associate companies / concerns / firms and / or companies in which it has entered into joint venture and / or its subsidiary companies and / or other companies / firms / concerns in the same group or management on an arms' length basis in the ordinary course of business in compliance with the terms and conditions stipulated for financial assistance by banks and / or financial institutions, if any and in accordance with the provisions of the law in force from time to time.**

**RESOLVED FURTHER THAT** pursuant to section 4, 13 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modifications or re -enactment thereof, for the time being in force) and the rules made there under and such other regulations/guidelines to the extent applicable, the consent of the members of the Company be and is hereby also accorded to altered the existing clause 3B of the memorandum of association to make it in conformity with the companies act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps and do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the above said resolution and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission as they may deem fit and to pay any fees relating thereto and to file necessary return and documents with the Registrar of Companies, NCT of Delhi and Haryana or with any such other authorities for giving effect the above said resolution.”

### ITEM NO. 5 TO SHIFT THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF HARYANA TO THE STATE OF MAHARASHTRA

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

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re -enactment thereof, for the time being in force)and the rules made there under and such other regulations/guidelines to the extent applicable and pursuant to the provisions of Articles of Association of the Company and subject to the approval of the Regional Director, Northern Region, Ministry of Corporate Affairs 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), consent of the members of the Company be and is hereby accorded for shifting the registered office of the company from the State of Haryana to the State of Maharashtra, within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.

**RESOLVED FURTHER THAT** existing clause 2 of the Memorandum of Association of the Company be and hereby altered by the following new clause:-

**2. The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.**

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorised to take such steps and do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the above said resolution, and to appoint counsels and advisors, file applications / petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and to file necessary return and documents with the Registrar of Companies, NCT of Delhi and Haryana or with any such other authorities for giving effect the above said resolution.”

**ITEM NO 6 TO ADOPT NEW ARTICLES OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013**

“**RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re -enactment thereof, for the time being in force)and the rules made there under and such other regulations/guidelines to the extent applicable and subject to such other necessary approval(s) if any, the consent of the members of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company by the New set of Articles of Association as available for inspection at Registered office of the Company and at the website of the Company i.e. www.ankaindia .com.

**RESOLVED FURTHER THAT** 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) be and is hereby authorized to take such steps and do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the above said resolution and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission as they may deem fit and to pay any fees relating thereto and to file necessary return and documents with the Registrar of Companies, NCT of Delhi and Haryana or with any such other authorities for giving effect the above said resolution.”

**ITEM NO. 7 INCREASE IN THE BORROWING POWERS TO THE BOARD UPTO 30 CRORES.**

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

“**RESOLVED THAT** pursuant to the provisions of section 180 1(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re -enactment thereof, for the time being in force)and the rules made there under and such other regulations/guidelines to the extent applicable and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business)may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs 30 crores (Rupees Thirty Crores).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps and do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the above said resolution and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission as they may deem fit and to pay any fees relating thereto and to file necessary return and documents with the Registrar of Companies, NCT of Delhi and Haryana or with any such other authorities for giving effect the above said resolution.”

**ITEM NO. 8 CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re -enactment thereof, for the time being in force)and the rules made there under and such other regulations/guidelines to the extent applicable and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares and/or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “**Loans**”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of

the said Loans for which the charge is to be created, shall not, at any time exceed Rs 30 crores (Rupees Thirty Crores).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps and do all such acts, deeds and things, to execute all such documents, instruments and writings as the Board may in its absolute discretion consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the above said resolution and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission as they may deem fit and to pay any fees relating thereto and to file necessary return and documents with the Registrar of Companies, NCT of Delhi and Haryana or with any such other authorities for giving effect the above said resolution.”

**ITEM NO 9: 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 **Special Resolution**:

“**RESOLVED THAT** 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, 1999 and any other guidelines, circulars and notifications issued by the Reserve Bank of India (“**RBI**”), Government of India (“**GOL**”) 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 Share holders 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/N ON PROMOTER	NO. OF WARRANTS OF PROPOSED TO BE TAKEN UP
1	Sunil Raheja	Non Promoter	5,28,000
2	Seema Kapoor	Non Promoter	5,17,000
3	S SubramaniSwaminathan	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 Gupta	Non Promoter	4,82,828
8	Rajnikant Shah	Non Promoter	5,00,000
9	Rakesh Kumar Trikha	Non Promoter	14,77,646
10	Sulakshana Trikha	Non Promoter	30,00,000
<b>TOTAL</b>			<b>82,47,474</b>

**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> April, 2017** which is 30 days prior to the date of passing of special resolution by way of postal ballot by the Shareholders 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 determined 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 indematerialised 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.

**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."

Date: -05<sup>th</sup> April, 2017

By the order of Board

For Anka India Limited

Place: - Gurugram

SD/-

Antima Gupta  
Company Secretary  
ACS: 38140

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts of the proposed special resolution is annexed to the Notice.
2. The postal ballot notice is being sent to all the members, whose names are appear in the register of members/list of beneficial owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on close of working hours on **Friday, 14<sup>th</sup> April, 2017**.
3. As per the Companies (Management and Administration) Rules, 2014, as amended, notice of postal ballot may be served on the members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent notice of postal ballot by e-mail and members who have not registered their e-mail IDs will receive notice of postal ballot along with postal ballot form through registered post. Members who have received postal ballot notice by e-mail and who wish to vote through physical postal ballot form may download the same from the Company's website [www.ankaindia.com](http://www.ankaindia.com) or may apply to the Company/ Registrar and Transfer Agents, M/s Alankit Assignments Ltd, 2E/10 Jhandewalan Extn, New Delhi, Delhi, 110055 and obtain a copy thereof.
4. Members cannot exercise their vote by proxy on Postal Ballot.
5. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and amendments made thereto, and Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to its members for voting by electronic means through e-

voting services as provided by the Central Depository Services (India) Limited (CDSL), which would enable them to cast their vote electronically, instead of through physical postal ballot form and the business may be transacted through such voting. The detailed process for exercising the e-voting facility is given in point no. 11. Members are requested to carefully read the instructions of e-voting before exercising their vote.

6. The members are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed envelope directly to the Scrutinizer so as to reach the Scrutinizer on or before the working hours (i.e. upto 5:00 p.m.) on **Wednesday, 24<sup>th</sup> May, 2017**. Any postal ballot form received after this date and time shall be treated as if the reply from the member has not been received. The Scrutinizer's decision on the validity of the Postal Ballot Form and e-voting will be final and binding on the members.
7. Members can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case member cast his/her vote both via physical ballot and e-voting then voting done by e-voting shall prevail and voting through physical ballot shall be invalid.
8. The voting (Postal & e-voting) begins on **10:00 a.m. on Tuesday, 25<sup>th</sup> April, 2017** and ends on **Wednesday, 24<sup>th</sup> May, 2017 at 5:00 p.m.** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Record date) **Friday, 14<sup>th</sup> April, 2017** may cast their vote. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be able to change it subsequently. A person who is not a member as on the Record Date should treat this notice for information purposes only.
9. All the documents referred to in the accompanying notice are available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays and Sundays), between 10:00 p.m. to 5:00 p.m. up to the date of announcement of the results of the Postal Ballot.
10. Any query/grievances connected with the voting by Postal Ballot including voting by electronic means may be addressed to the Company Secretary, Anka India Limited, 4A/35 Old Rajinder Nagar New Delhi-110060 or at 011-47525580 or at [response@ankaindia.com](mailto:response@ankaindia.com)
11. The instructions for members for voting electronically are as under :-

**In case of members receiving e-mail:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
For Physical Form: Members should enter Folio Number registered with the Company.
- (iv) Thereafter please enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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(Available in the Address label pasted in the cover and/or in the e-mail sent to the members) in the PAN field. <ul style="list-style-type: none"> <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> <li>• PAN/DEFAULT PAN is communicated in the Postal Ballot Form.</li> </ul>
Dividend Bank Details Or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records for the said demat account or folio. 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 (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.



- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Anka India Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders and Custodians:
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to logon to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the registration form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote. 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).

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

**ITEM NO 1**

The Board of Directors in their meeting held on 09<sup>th</sup> March, 2017 on the recommendation of the Nomination & Remuneration Committee, confirmed the appointment of Ms. Niti Sethi as the Independent Director on the Board of the Company for term of 5 Years, subject to the approval of the members in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') or any amendment thereto or modification thereof.

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) proposing the candidature of Ms. Niti Sethi for the office of Independent Director.

The Company has received from Ms. Niti Sethi (i) consent in writing to act as Independent 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 (iii) a declaration to the effect that she meets the criteria of Independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

In the opinion of your Board, Ms. Niti Sethi fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as Independent Director on the management of the Company. The association and rich experience she brings with her would benefit the Company.

A copy of the draft letter of appointment of Ms. Niti Sethi as an independent Director setting out the terms and conditions is available for inspection without any fees by the Members at the registered office of the Company during the normal business hours on working days.

None of the Directors, Key Managerial Personnel's or their relatives 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 ordinary resolution.

**ITEM NO 2**

The Board of Directors in their meeting held on 09<sup>th</sup> March, 2017 on the recommendation of the Nomination & Remuneration Committee, confirmed the appointment of Ms. Asha Kishinchand Sakhrani as the Independent Director on the Board of the Company for term of 5 Years, subject to the approval of the members in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with deposit of Rs. 1,00,000 (Rupees One Lakh) proposing the candidature of Ms. Asha Kishinchand for the office of Independent Director.

The Company has received from Ms. Asha Kishinchand (i) consent in writing to act as Independent 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 (iii) a declaration to the effect that she meets the criteria of Independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

In the opinion of your Board, Ms. Asha Kishinchand fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as Independent Director on the management of the Company. The association and rich experience she brings with her would benefit the Company.

A copy of the draft letter of appointment of Ms. Asha Kishinchand Sakhrani as an independent Director setting out the terms and conditions is available for inspection without any fees by the Members at the registered office of the Company during the normal business hours on working days.

None of the Directors, Key Managerial Personnel's or their relatives 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 ordinary resolution.

**ITEM NO 3**

The present Authorised Share Capital is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten Only) and 4,00,000 (Four Lakhs) Redeemable Preference Shares of Rs. 100/- each (Rupees One Hundred Only).

The existing paid up capital of the Company is Rs 2,75,34,490 (Rupees Two Crores Seventy Five Lakh Thirty Four Thousand Four Hundred Ninety Only) consisting of 27,53,449 Equity shares of Rs 10/- each. Thereafter, the conversion of the proposed 82,47,474 warrants (to be approved by special resolution mentioned under item No. 9), the paid up equity share capital of the Company will be Rs. 11,00,09,230 (Rupees Eleven Crores Nine Thousand two hundred thirty only). The present Authorised share capital of the Company consist of 80,00,000 equity shares. Hence, the preference share capital component of authorised capital is sought to be reclassified to make available the allotment of said equity shares at the time of the conversion of the said warrants.

The copy of the draft Memorandum of Association with the said proposed alteration is available at the website of the Company i.e. [www.ankaindia.com](http://www.ankaindia.com) and also available for inspection for members of the Company on all working days, except Saturdays during the business hours at the Registered office of the Company.

None of the Directors, Key Managerial Personnel's or their relatives 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.

**ITEM NO. 4:**

The Board of Directors of the Company are of the view that Company do require to enter into different business activity in order to generate business in different line of activity along with the existing business activities and therefore has proposed the change in the main objects of the Company. Accordingly, the Board proposes to enter into the activity of lending and advancing of money by substituting the existing sub clause 8 of the clause 3A of the memorandum of association.

Further some of the sub-clause of clause 3B of the Memorandum of Association ("MOA") is based on the Companies Act, 1956. Members are aware that the Ministry of Corporate Affairs ("MCA") has notified most of the sections of the Companies Act, 2013 ("the ACT") which replaces the provisions of the Companies Act, 1956. The MCA has also notified the rules pertaining to the notified sections.

In order to bring the existing clause 3B of MOA of the Company in line with the provisions of the Act, it is therefore required to alter the same with the new clause.

As per the provisions of Sections 13 of the Companies Act, 2013 such alteration in the Memorandum of Association requires the approval of the members by way of special resolution.

The copy of the draft Memorandum of Association with the said proposed alteration is available at the website of the Company i.e. [www.ankaindia.com](http://www.ankaindia.com) and also available for inspection for members of the Company on all working days, except Saturdays during the business hours at the Registered office of the Company.

None of the Directors, Key Managerial Personnel's or their relatives 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.

#### **ITEM NO.5:**

The Board of Directors of the Company are of the opinion that Company needs to expand its business activities and accordingly Company is required to change its registered office from the state of Haryana to the state of Maharashtra.

As you are already aware that the Company existing manufacturing unit in Gurugram is no longer in function since 2011-12. The major business activities as proposed by the Board are in the state of Maharashtra. Hence, the Board of Directors has decided to change the registered of the Company from the State of Haryana to the State of Maharashtra, within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai in their meeting held on 09<sup>th</sup> March, 2017, subject to the approval of the members by way of special resolution and confirmation by the Regional Director, Northern Region, Ministry of Corporate Affairs.

As registered office of the Company is situated in Gurugram, Haryana, it will incur an unnecessary cost of travelling for the management from Mumbai to Gurugram. As, it is difficult for Company to bear unnecessary cost on travelling of Directors. Hence changing registered office of Company will give management more focus on the business.

In this regard, the Board of Directors are of the opinion that shifting the registered office is in the best interest of the company and shall in no manner adversely affect the existing client base, creditors or operations or employees of the company.

The copy of the draft Memorandum of Association with the said proposed alteration is available at the website of the Company i.e. [www.ankaindia.com](http://www.ankaindia.com) and also available for inspection for members of the Company on all working days, except Saturdays during the business hours at the Registered office of the Company.

None of the Directors, Key Managerial Personnel's or their relatives 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.

#### **ITEM NO. 6**

The Existing Articles of Association ("AOA") of the Company are based on the Companies Act, 1956.

Members are aware that the Ministry of Corporate Affairs ("MCA") has notified most of the sections of the Companies Act, 2013 ("the ACT") which replaces the provisions of the Companies Act, 1956. The MCA has also notified the rules pertaining to the notified sections.

In order to bring the existing AOA of the Company in line with the provisions of the Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt the a comprehensive new set of Articles of Association of the Company (New Articles) as per the requirements of Table F of First Schedule in the Companies Act, 2013.

As per the provisions of section 14 of the Act for adoption of new set of AOA to replace the existing AOA the Company is required the approval of the members by way of special resolution.

The copy of the draft Memorandum of Association is available at the website of the Company i.e. [www.ankaindia.com](http://www.ankaindia.com) and also available for inspection for members of the Company on all working days, except Saturdays during the business hours at the Registered office of the Company.

None of the Directors, Key Managerial Personnel's or their relatives 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.

#### **ITEM NO. 7& 8**

Keeping in view, the future growth and new business activities of the Company and to meet fund requirements, the Board of Directors had proposed to increase the borrowing limit of the Board upto Rs.30 Crores (Rupees Thirty Crores Only) to enable the Board of Directors of the Company to: a) borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company upto Rs. 30 Crores; and b) to sell or transfer or otherwise dispose-off in one or more tranches, the entire investments held by the Company in other Companies on such terms & conditions as may be approved by the Board in the interest of the Company in order to meet its fund requirements and create charge/ mortgage / hypothecation on the Company's assets, both present and future, in favour of the Banks / Financial Institutions, other investing agencies/ trustees for the holders of debentures/ bonds, etc. to secure the repayment of moneys borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) for an amount not exceeding Rs. 30 Crores.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 ('the Act'), the Board of Directors shall not, except with the consent of the Company by way of Special Resolution, borrow money together with the money already borrowed, if any (apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business) exceeding the aggregate of the paid-up share capital and free reserves.

Further in terms of Section 180(1)(a) of the Companies Act, 2013 provides inter-alia that the Board of Directors of a Public Limited Company shall not, without the consent by special resolution of the members of such Company sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking.

Mortgaging/charging by Company of its movable and/or immovable properties in favour of bank(s), financial institutions and lenders as aforesaid may be regarded as disposal of the whole or substantially the whole of the said undertaking(s) of the Company. Accordingly, consent of the shareholders is sought for creation of the mortgages/charges as set out in above Resolution

None of the Directors, Key Managerial Personnel's or their relatives 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.

#### **ITEM NO. 9**

The Board of Directors of the Company are planning to start new Business activities and expand its business operations in the state of Maharashtra. 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.

Hence in order to meet the said requirements, the Board of Directors in their meetings held on 09<sup>th</sup> March, 2017 and 05<sup>th</sup> April, 2017 has considered 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.

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 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 will be Rs. 10/- (Rupees Ten only) per warrant or the minimum price determined 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 will be arrived on the basis of the valuation/Pricing Certificate to be received by the Company from the independent chartered accountant on the relevant date i.e. **Friday, 21<sup>st</sup> April, 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 Additional Director of the Company have indicated their intention to subscribe to the offer. No warrants are being offered to the Promoters or Key Managerial Personnel's of the Company.

### **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> April, 2017**, which is 30 days prior to the date of passing of special resolution by way of postal ballot by the Shareholders for approving the preferential issue on private placement basis. As per Clause 16.6.3 of the Secretarial Standard-2, issued by the Institute of Company Secretaries of India (ICSI), the date of passing of resolution by way of postal ballot shall be deemed to be the last date on which the Company receives duly completed postal ballot forms viz. **Wednesday 24<sup>th</sup> May, 2017** and hence the relevant date falls on **Sunday 23<sup>rd</sup> April, 2017** being 23<sup>rd</sup> is Sunday and 22<sup>nd</sup> is Saturday which is a weekend we have considered **Friday 21<sup>st</sup>, April, 2017** as the relevant date.



**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 31.03.2017)		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	2,72,465	9.90	2,72,465	2.48
	b) Directors and Directors Relatives	8,96,753	32.57	53,74,399	48.85
	c) Individual (Indian Public)	13,53,231	49.14	51,23,059	46.57
	d) NRI	1,30,800	4.75	1,30,800	1.19
	<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>

\*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.

**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. The name of proposed allottees & post offer capital holding:**

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

The pre issue and post issue shareholding of the proposed Allottee is shown in the table below:

Name of the Proposed allottees	Category	Existing Shareholdings		Post Issue Shareholdings (Assuming full conversion of warrants)*	
		No. of Shares % of Shareholding	No. of Shares % of Shareholding	No. of Shares % of Shareholding	No. of Shares % of Shareholding
Sunil Raheja	Non Promoter	-	-	5,28,000	4.80
Seema Kapoor	Non Promoter	-	-	5,17,000	4.70
S SubramaniSwaminathan	Non Promoter	-	-	5,25,000	4.77
Pollur Mohan	Non Promoter	-	-	5,15,000	4.68
Pooja Kumar Chandna	Non Promoter	-	-	5,30,000	4.82

VaibhavBaluZore	Non Promoter	-	-	1,72,000	1.56
Ganesh Gupta	Non Promoter	-	-	4,82,828	4.39
Rajnikant Shah	Non Promoter	-	-	5,00,000	4.55
Rakesh Kumar Trikha	Non Promoter	3,73,441	13.56	18,51,087	16.83
SulakshanaTrikhana	Non Promoter	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:**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However as per the SHA entered between the Existing Promoters and Acquirer i.e. Rakesh Kumar Trikha, SulakshanaTrikhana and Person acting in concern with them are the proposed promoters of the Company subject to confirmation of the shareholders in the upcoming general meeting of the Company as already approved by the Board in their meeting held on 09<sup>th</sup> March, 2017.

**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> April, 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.

**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. SulakshanaTrikhana and Mr. Rakesh Kumar Trikha i.e. proposed promoter and additional director 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.

**DETAILS OF DIRECTORS RECOMMENDED FOR APPOINTMENT**

(As per Regulations 36(3) of SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015)

**MS. NITI SETHI**

**BRIEF RESUME**

Ms. Niti Sethi aged about 61 Years is a Qualified Company Secretary from the Institute of Chartered Secretaries and Administrators, London, Member of the Institute of Company Secretaries of India (ICSI) and M.B.A. (Finance) from Indira Gandhi National Open University, New Delhi.

She has been worked with the NSIC for a long period of 29 Years. She joined NSIC in September, 1987 and started the career as Assistant Company Secretary in the Corporation. During her career 29 years she occupied several positions in the NSIC. In June 2016 she was superannuated from NSIC as CGM, CVO & Company Secretary and currently working as the Practicing Company Secretary.

**NATURE OF EXPERTISE IN SPECIFIC FUNCTIONAL AREAS**

Legal, Policy Making, Investors and Corporate Relations

**DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE**

NIL

**NAMES OF LISTED ENTITIES IN WHICH MS. NITI SETHI ALSO HOLDS THE DIRECTORSHIP AND THE MEMBERSHIP OF COMMITTEES OF THE BOARD**

**Directorship**

NIL

**Chairperson of Board Committees**

NIL

**Member of Board Committees**

NIL

**Shareholding in the Company**

NIL

**MS.ASHA KISHINCHAND**

**BRIEF RESUME**

Ms. Ashakishin chand is aged about 48 Years is a certified life coach / author / artist and philanthropist.

Ms. Asha is a certified coach in kinesiology and in counseling from many international universities and teachers, and is also a licensed NLP coach , with a mission of helping individuals and mainly the under privileged define and sustain their life and regain balance to lead happier and fulfilling lives. She is an avid blogger and has written and published several books.She has working on several other books at the moment to help spiritually uplift people in disturbing times. Her experience pans across various careers and organizations, due to a keen mind and a deep hunger for knowledge. She was the creative head of a technology company developing apps in the space of wellness and yoga, and is currently working on her upcoming art exhibition.

**NATURE OF EXPERTISE IN SPECIFIC FUNCTIONAL AREAS**

Art, Motivator, Writing Blogs, Education.

**DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE**

NIL

**NAMES OF LISTED ENTITIES IN WHICH MS. NITI SETHI ALSO HOLDS THE DIRECTORSHIP AND THE MEMBERSHIP OF COMMITTEES OF THE BOARD**

**Directorship**

NIL

**Chairperson of Board Committees**

NIL

**Member of Board Committees**

NIL

**Shareholding in the Company**

NIL

Date: -05<sup>th</sup> April, 2017

Place: - Gurugram

By the order of Board

For Anka India Limited

SD/  
Antima Gupta  
Company Secretary  
ACS: 38140

Encl:

1. Postal Ballot Form
2. Pre-paid self-addressed Envelope