

# **ANKA INDIA LIMITED**

**Regd. Off:** 6 Legend Square Sector 33 Gurugram-122004;  
**CIN:** L74900HR1994PLC033268; **Email id:** response@ankaindia.com;  
**Phone no:** 9355511187; **website:** www.ankaindia.com

## **Notice of Extra Ordinary General Meeting**

**NOTICE IS HEREBY GIVEN THAT AN 01<sup>ST</sup> EXTRA ORDINARY GENERAL MEETING OF FINANCIAL YEAR 2025-26 OF THE MEMBERS OF ANKA INDIA LIMITED ("COMPANY") WILL BE HELD ON, 12<sup>TH</sup> APRIL, 2025, AT 6 LEGEND SQUARE SECTOR 33, GURUGRAM, HARYANA- 122004 AT 04:00 P.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS ("VC/OAVM") ON TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

**1. Increase of Authorised Share Capital of the Company and consequent alteration of the Share Capital Clause of the Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 read with Section 64 of the Companies Act, 2013 and other applicable provisions, if any, (*including any amendment thereto or re-enactment thereof*) and the rules framed there under, the provisions of Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 24,00,00,000 (Rupees Twenty Four Crores Only) divided into 2,40,00,000 (Two Crores Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to **Rs. 52,00,00,000 (Rupees Fifty-Two Crores Only) divided into 5,20,00,000 (Five Crores Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each** by creation of additional **2,80,00,000 (Two Crore Eighty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each** in the ranking Pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, 15 and other applicable provision of the Company Act, 2013 the consent of the members of the Company be and hereby accorded to reflect for alteration of Clause 5 of the Memorandum of Association of the Company by substituting in its place the following:

**5. The Authorised Share Capital of the Company is 52,00,00,000 (Rupees Fifty-Two Crores Only) divided into 5,20,00,000 (Five Crores Twenty Lakhs) Equity Shares of Rs 10/- (Rupees Ten only) each.**

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to: (i) sign and file all the necessary forms and other necessary documents as may be required with the statutory authorities including, the Registrar of Companies; (ii) do all such acts and deeds that may be required for the purpose of giving effect the above said resolution; and (iii) authorize such person or persons to give effect to the above resolutions and to liaise with concerned authorities with regard to the same."

## **2. Alteration of the Objects Clause of the Memorandum of Association of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (*including any statutory modification, re-enactment for the time being in force, notification, orders and circulars as may be issued from time to time*) (the "**Act**"), the provisions of Memorandum and Articles of Association of the Company, the consent of members of the Company be and is hereby accorded, for the substitution of the existing objects clauses in the **clause 3(a) of the Memorandum of Association of the Company**, by the new objects clauses are depicted below:

*"1. To carry on in India or elsewhere the business to establish, develop, set, arrange, undertake, manage, promote, organize, design, conduct, observe, control, customize, provide, install, maintain, produce, modify, conceptualize, conceive software's of all descriptions, applications and specifications, to provide mobile-based software loyalty programs and to provide software needed for enabling mobile payments to any person, commercial and/or non-commercial entities or associations etc and other related activities, used in industries, business, households, entertainment and other fields, and for the purpose to do web based information systems, client server application, enterprise resource planning, network management and to establish and maintain portals, to develop electronic commerce activities, to commercialize internet applications, to develop consumer oriented electronic commerce, to provide and implement advertising technologies, platforms and solutions, advertising consultancy, and performance marketing.*

*2. To provide/ render consultancy/ advisory services on matters relating to software solutions/products, business intelligence, strategy planning, Information Technology (IT) and IT enabled services, scientific or mathematical information, front and back-office services and system analysis, communication networks, database, information and data centres, image and data processing systems, for any commercial or non-commercial entity whether in India or abroad. To acts as a business process outsourcing agency for any other objects of the company/ firm/ institute/ business/ other clients."*

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to: (i) sign and file all the necessary forms and other necessary documents as may be required with the statutory authorities including, the Registrar of Companies; (ii) do all such acts and deeds that may be required for the purpose of giving effect the above said resolution; and (iii) authorize such person or persons to give effect to the above resolutions and to liaise with concerned authorities with regard to the same."

## **3. Issue of Equity Shares on a preferential issue basis through SWAP of equity shares for acquisition of Futech Internet Private Limited.**

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

**"RESOLVED THAT** pursuant to provisions of Section 23, 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (*including any statutory modification or re-enactment thereof for the time being in force*) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (*including any statutory modification or re-enactment thereof for the time being in force*), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board

of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI (ICDR) Regulations, 2018**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (**the "Takeover Regulations"**), the equity listing agreement entered into by the Company with BSE Limited ("**BSE**") and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**") and the Reserve Bank of India ("**RBI**") and subject to such further approvals, consents, permissions and sanctions as may be necessary or required from respective regulatory or other appropriate authorities, including from BSE, SEBI and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be) and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members of the Company ("**Members**") be and are hereby accorded, to authorize, create, issue, offer and allot, upto **3,61,54,529 (Three Crore Sixty One Lakh, Fifty- Four Thousand Five Hundred Twenty Nine)** Equity Shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up, ("**Equity Share**") at an **Issue Price of Rs. 17 (Rupees Seventeen only) per equity share** including a premium of **Rs. 7 (Rupees Seven)** per Equity Share aggregating to **Rs. 61,46,26,993 (Rupees Sixty One Crores Forty Six Lakhs Twenty Six Thousand Nine Hundred Ninety Three)**, which is not less than the floor price as on the Relevant Date, determined in accordance with Chapter V of the ICDR Regulations, and the fair value per equity share of the Company as on the Relevant Date for consideration other than cash i.e. allotment against swap of **10,000 (Ten Thousand)** equity shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up of Futech Internet Private Limited ("**FIPL**"), representing **100% (Hundred Percent)** of the paid-up equity share capital of **FIPL**, and on such other terms and conditions as set out below and in the Explanatory Statement annexed to the Notice and as the Board may in its absolute discretion think fit and decide, in accordance with the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SEBI LODR Regulations and Takeover Regulations or other applicable laws without requiring any further approval or other applicable laws without requiring any further approval or consent from the Members:

<b>Sl. No.</b>	<b>Name of the proposed Allottee</b>	<b>Category ('Promoter/Promoter Group'/Non Promoter)*</b>	<b>No. of Equity to be issued upto</b>
1	Amit Sharma	<b>Currently-</b> Non-Promoter <b>Post open-offer:</b> Promoter & Promoter Group	2,89,23,624
2	Arjit Sachdeva	<b>Currently-</b> Non-Promoter <b>Post open-offer:</b> Promoter & Promoter Group	72,30,905
<b>Total</b>			<b>3,61,54,529</b>

*(\*)*, pursuant to the proposed preferential allotment, aforesaid Allottees, namely, Amit Sharma and Arjit Sachdeva have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI SAST Regulations. Thus, post this Proposed Preferential Issue & completion of Open Offer, Amit Sharma and Arjit Sachdeva would be classified in the Promoter Category and existing Promoter & Promoter Group (individuals & entities) would be re-classified as public category of the Company.

**RESOLVED FURTHER THAT** the '**Relevant Date**' as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the proposed preferential issue of Equity Shares through swap to be allotted to the above mentioned allottees is Thursday, March 13, 2025 (i.e. being the date, which is 30 days prior to the date of Shareholder meeting i.e. April 12, 2025).

**RESOLVED FURTHER THAT** the aforesaid issue of equity shares shall be subject to the following terms and conditions:

- i The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend;
- ii the Equity Shares to be allotted to the Proposed Allottee shall be under lock-in as prescribed under the applicable provisions of the SEBI (ICDR) Regulations, 2018;
- iii The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to BSE and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approvals. However, since this Proposed Preferential Allotment is triggering the obligation to make an open offer for shares of the Company under the SEBI (SAST) Regulations, the preferential allotment of said Equity Shares to the Investor will be completed within a period of 15 (fifteen) days from the last date of Competing offer as per Takeovers Regulation or date of receipt of all statutory approvals required for the completion of an open offer under the Takeover Regulation or such other period as may be permitted in accordance with SEBI (ICDR) Regulations, as amended from time to time.
- iv The Subscription Shares so offered, issued and allotted to the Proposed Allottees, are being issued for consideration other than cash i.e share swap, towards discharge of the total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottees and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottees, pursuant to this resolution.
- v The entire pre- preferential allotment equity shareholding of the proposed Allottees if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- vi The Equity Shares so offered, issued and allotted shall be listed and traded on the Stock Exchange. i.e. BSE Limited, where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be; and
- vii Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act and Chapter V of the SEBI ICDR Regulations, annexed hereto, which shall be deemed to form part hereof."

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer

Document"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e. BSE Limited within the timelines prescribed under the applicable laws."

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI), Stock Exchanges and/ or such other appropriate authority may impose at the time of their approval and as may be agreed by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including making application to the Stock Exchanges for obtaining in-principle approval, listing and trading approvals, filing of requisite documents/making declarations with the Ministry of Corporate Affairs, Securities and Exchange Board of India, Depository/(ies) or any other statutory authority or Stock Exchanges and any other deed, document, declaration as may be required under the applicable laws, and to resolve and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company and signing of all deeds and documents, as may be required, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** anyone of the Directors or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any Stock Exchanges or governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

**BY ORDER OF THE BOARD**

**Place: Gurugram**  
**Date : 20/03/2025**

**SD/-**  
**ANU SHARMA**  
**Company Secretary & Compliance Officer**

**IMPORTANT NOTES:**

**A. GENREAL INFORMATION**

1. The Explanatory Statement pursuant to Section 102(1) and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020, Circular No.20/2020 dated 5<sup>th</sup> May,

2020, Circular No.02/2021 dated 13<sup>th</sup> January, 2021, Circular No.19/2021 dated 8<sup>th</sup> December, 2021, Circular No.21/2021 dated 14<sup>th</sup> December, 2021, Circular No.02/2022 dated 5<sup>th</sup> May, 2022, Circular No. 10/2022 dated 28<sup>th</sup> December, 2022, circular No. 09/2023 dated 25<sup>th</sup> September 2023 and circular No. 09/2024 dated 19<sup>th</sup> September 2024 ("MCA Circulars") has permitted to conduct the Extra Ordinary General Meeting through video conferencing ("VC") or other audiovisual means ("OAVM") upto 30<sup>th</sup> September, 2025. In compliance with the aforesaid MCA Circulars, the Extra Ordinary General Meeting ("EGM") of the Members of the Company will be held through VC/OAVM, without the physical presence of the Members. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 100 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.ankaindia.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company in email Id [response@ankaindia.com](mailto:response@ankaindia.com), a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.
8. The deemed venue for EGM shall be the Registered Office of the Company.
9. Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-Voting system during the EGM.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins Wednesday, **09<sup>th</sup> April, 2025 09:00 A.M.** and ends on Friday, **11<sup>th</sup> April, 2025 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Saturday, 05<sup>th</sup> April, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>



Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) **Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual 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)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details	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 in order to login.
<b>OR</b> Date of Birth (DOB)	If both 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 (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login 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) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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 linked in the login 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.

- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [response@ankaindia.com](mailto:response@ankaindia.com). if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops /IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **03 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [response@ankaindia.com](mailto:response@ankaindia.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance at least **03 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [response@ankaindia.com](mailto:response@ankaindia.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested

scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [response@ankaindia.com](mailto:response@ankaindia.com) and [ramap@alankit.com](mailto:ramap@alankit.com).

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## **B. Other Instructions**

1. 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. March 14, 2025.
2. 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 Extra Ordinary General Meeting through ballot paper.
3. The Company has appointed Mr. Mohit Aggarwal of M/s Mohit Aggarwal & Associates, Practicing Company Secretary, to act as a Scrutinizer, to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman. The results along with the Scrutinizer's Report will be declared within forty-eight hours of the conclusion of the Meeting and the same shall be available on the Company's website <https://www.ankaindia.com/> and on the website of the e-voting agency (<https://evotingindia.com>) immediately after the declaration of result by the Chairman/ person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
4. The Results along with the Scrutinizer's Report shall be placed on the Company's website <https://www.ankaindia.com/> and on the website of CDSL immediately after declaration of results and communicated to the Stock Exchanges.
5. 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, up to and including the date of the Annual General Meeting of the Company.

**BY ORDER OF THE BOARD**

**Place: Gurugram  
Date : 20/03/2025**

**SD/-  
ANU SHARMA  
Company Secretary & Compliance Officer**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND CIRCULARS ISSUED THEREUNDER.**

**Item No.1**

The present Authorized Capital of the Company is Rs. 24,00,00,000/- (Rupees Twenty-Four Crores Only) comprising of 2,40,00,000 (Two Crores Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and the Paid-up Share Capital of the Company is Rs. 15,38,79,560/- (Rupees Fifteen Crore Thirty-Eight Lakh Seventy-Nine Thousand Five Hundred Sixty) comprising of 1,53,87,956 equity shares.

The Board has approved the issue of further equity shares through preferential issue the details of which are presented at Item No. 3 of the Notice. The current authorised share capital of the Company is not enough to accommodate the proposed issuance therefore Board at its meeting held on March 13, 2025 subject to the approval of the Members, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 24,00,00,000 (Rupees Twenty-Four Crores Only) divided into 2,40,00,000 (Two Crores Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 52,00,00,000 (Rupees Fifty-Two Crores Only) divided into 5,20,00,000 (Five Crores Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 2,80,00,000 (Two Crore Eighty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.

The proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Capital Clause of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the Members at the Registered Office of the Company during business hours between 10.00 A.M. to 06.00 P.M. on all working days of the Company and the same may be accessed on the Company's website at the link is <https://www.ankaindia.com/egm-reports>.

**Interest of Directors and KMP:** None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 1 except to the extent of their shareholding in the Company.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing a **Ordinary Resolution**.

**Item No. 2**

The Company is planning to acquire the 100% stake in Futech Internet Private Limited and to expand its business to advertising industry. Therefore, the Company intends to invest in the Equity shares of Futech Internet Private Limited. This strategic investment aims to acquire full ownership of Futech Internet Private Limited, transforming it into a wholly owned subsidiary. This move is part of a broader strategy to drive business expansion leveraging Futech Internet Private Limited specialties' market presence and operational capabilities to enhance Anka India Limited's growth and competitive positioning.

Your Board has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the

object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a of IT solutions and software development activities to enable your Company to consider embarking upon new projects and activities.

The Board at its meeting held on March 13, 2025 has approved change in alteration in the existing objects clauses in the **clause 3(a) of the Memorandum of Association of the Company**, by the new objects clauses as specified in the resolution above and the Board now seek Members' approval for the same.

As per the provisions of the Companies Act, 2013 and the Articles of Association of the Company, any alteration in Memorandum of Association shall require the approval of the members by way of Special resolution.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 10.00 A.M. to 06.00 P.M. on all working days of the Company and the same may be accessed on the Company's website at the link is <https://www.ankaindia.com/egm-reports>.

**Interest of Directors and KMP:** None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 2 except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set forth in **Item No. 2** of the Notice for approval of the Members.

### Item No 3

The Board of Directors of the Company ("Board") at its meeting held on dated March 13, 2025 considered and approved to create, offer, issue and allot up to **3,61,54,529 (Three Crore Sixty One Lakh, Fifty- Four Thousand Five Hundred Twenty Nine)** Equity Shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up, ("**Equity Share**") at an **Issue Price of Rs. 17 (Rupees Seventeen only) per equity share** including a premium of **Rs. 7 (Rupees Seven)** per Equity Share aggregating to **Rs. 61,46,26,993 (Rupees Sixty One Crores Forty Six Lakhs Twenty Six Thousand Nine Hundred Ninety Three)**, which is not less than the floor price as on the Relevant Date, determined in accordance with Chapter V of the ICDR Regulations, and the fair value per equity share of the Company as on the Relevant Date for consideration other than cash i.e. allotment against swap of **10,000 (Ten Thousand)** equity shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up of Futech Internet Private Limited ("**FIPL**"), representing **100% (Hundred Percent)** of the paid-up equity share capital of **FIPL**.

The Board of the Directors of the Company at its meeting held on March 13, 2025 have entered into a Share Purchase Agreement with Mr. Amit Sharma and Mr. Arjit Sachdeva, the existing promoters and/or shareholders of the FIPL, wherein the Company has agreed to acquire 100% Shareholding in the FIPL against swap of 10,000 equity shares of **FIPL** representing 100% (Hundred Percent) of the paid-up equity share capital of FIPL.

Sl. No.	Name of the proposed Allottee	Category ('Promoter/Promoter Group'/ Non Promoter)*	No. of Equity to be issued upto
1	Amit Sharma	<b>Currently-</b> Non-Promoter <b>Post open-offer:</b> Promoter & Promoter Group	2,89,23,624
2	Arjit Sachdeva	<b>Currently-</b> Non-Promoter <b>Post open-offer:</b> Promoter & Promoter Group	72,30,905

<b>Total</b>	<b>3,61,54,529</b>
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*(\*)*, pursuant to the proposed preferential allotment, aforesaid Allottees, namely, Amit Sharma and Arjit Sachdeva have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI SAST Regulations. Thus, post this Proposed Preferential Issue & completion of Open Offer, Amit Sharma and Arjit Sachdeva would be classified in the Promoter Category and existing Promoter & Promoter Group (individuals & entities) would be re-classified as public category of the Company.

Pursuant to the above acquisition, your Company will become the Holding Company of FIPL subject to necessary statutory/ regulatory approvals.

In terms of Section 62(1)(c) read with Sections 23, 42 of the Companies Act, 2013 and rules made thereunder, and in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, 2018, the Preferential Issue requires approval of the Members by way of a special resolution.

Accordingly, consent of the Members is being sought in terms of Section 23, 42 and 62 of the Act and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under:

**1. Particulars of the issue of Equity Shares including the material terms of issue, date of passing of Board resolution, kind of securities offered, and the issue price:**

The Board of Directors of the Company ("Board") at its meeting held on dated March 13, 2025 considered and approved to create, offer, issue and allot up to **3,61,54,529 (Three Crore Sixty One Lakh, Fifty- Four Thousand Five Hundred Twenty Nine)** Equity Shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up, ("**Equity Share**") at an **Issue Price of Rs. 17 (Rupees Seventeen only) per equity share** including a premium of **Rs. 7 (Rupees Seven)** per Equity Share aggregating to **Rs. 61,46,26,993 (Rupees Sixty One Crores Forty Six Lakhs Twenty Six Thousand Nine Hundred Ninety Three)**, which is not less than the floor price as on the Relevant Date, determined in accordance with Chapter V of the ICDR Regulations, and the fair value per equity share of the Company as on the Relevant Date for consideration other than cash i.e. allotment against swap of **10,000 (Ten Thousand)** equity shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up of Futech Internet Private Limited ("**FIPL**"), representing **100% (Hundred Percent)** of the paid-up equity share capital of **FIPL**.

<b>Sl. No.</b>	<b>Name of the proposed Allottee</b>	<b>Category ('Promoter/Promoter Group'/ Non Promoter)*</b>	<b>No. of Equity to be issued upto</b>
1	Amit Sharma	<b>Currently-</b> Non-Promoter <b>Post open-offer:</b> Promoter & Promoter Group	2,89,23,624
2	Arjit Sachdeva	<b>Currently-</b> Non-Promoter <b>Post open-offer:</b> Promoter & Promoter Group	72,30,905
<b>Total</b>			<b>3,61,54,529</b>

*(\*)*, pursuant to the proposed preferential allotment, aforesaid Allottees, namely, Amit Sharma and Arjit Sachdeva have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI SAST Regulations. Thus, post this Proposed Preferential Issue & completion of Open Offer, Amit Sharma and Arjit Sachdeva would be classified in the Promoter Category and existing Promoter & Promoter Group (individuals & entities) would be re-classified as public category of the Company.

Pursuant to the above acquisition, your Company will become the Holding Company of FIPL subject to necessary statutory/ regulatory approvals.

## **2. Objects of the Preferential Issue**

The Board of the Directors of the Company at its meeting held on March 13, 2025 have entered into a Share Purchase Agreement with Mr. Amit Sharma and Mr. Arjit Sachdeva, the existing promoters and/or shareholders of the FIPL, wherein the Company has agreed to acquire 100% Shareholding in the FIPL against swap of 10,000 equity shares of **FIPL** representing 100% (Hundred Percent) of the paid-up equity share capital of FIPL.

<b>Sl. No.</b>	<b>Name of the proposed Allottee</b>	<b>Category ('Promoter/Promoter Group'/ Non Promoter)*</b>	<b>No. of Equity to be issued upto</b>
1	Amit Sharma	<b>Currently-</b> Non-Promoter <b>Post open-offer:</b> Promoter & Promoter Group	2,89,23,624
2	Arjit Sachdeva	<b>Currently-</b> Non-Promoter <b>Post open-offer:</b> Promoter & Promoter Group	72,30,905
<b>Total</b>			<b>3,61,54,529</b>

*(\*)*, pursuant to the proposed preferential allotment, aforesaid Allottees, namely, Amit Sharma and Arjit Sachdeva have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI SAST Regulations. Thus, post this Proposed Preferential Issue & completion of Open Offer, Amit Sharma and Arjit Sachdeva would be classified in the Promoter Category and existing Promoter & Promoter Group (individuals & entities) would be re-classified as public category of the Company.

Pursuant to the above acquisition, your Company will become the Holding Company of FIPL subject to necessary statutory/ regulatory approvals.

## **3. Maximum Number of Shares/ securities offered, the manner of issue of Shares and the pricing of preferential issue**

It is proposed to issue, offer and allot, upto **3,61,54,529 (Three Crore Sixty One Lakh, Fifty- Four Thousand Five Hundred Twenty Nine)** Equity Shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up, ("**Equity Share**") at an **Issue Price of Rs. 17 (Rupees Seventeen only) per equity share** including a premium of **Rs. 7 (Rupees Seven)** per Equity Share aggregating to **Rs. 61,46,26,993 (Rupees Sixty One Crores Forty Six Lakhs Twenty Six Thousand Nine Hundred Ninety Three)**, which is not less than the floor price as on the Relevant Date, determined in accordance with Chapter V of the ICDR Regulations, and the fair value per equity share of the Company as on the Relevant Date for consideration other than cash i.e. allotment against swap of **10,000 (Ten Thousand)** equity shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up of Futech Internet Private Limited ("**FIPL**"), representing **100% (Hundred Percent)** of the paid-up equity share capital of **FIPL**.



**4. Basis on which the price has been arrived and justification for the price (including premium, if any)**

The equity shares of the Company are listed at BSE Limited ('BSE'). In terms of Regulation 164 of the SEBI (ICDR) Regulations, 2018, the equity shares of the Company are frequently traded as the traded turnover during the 240 Trading days preceding the relevant date is more than 10% of total number of shares of the Company.

In terms of Regulation 163(3) of the SEBI (ICDR) Regulations, 2018, as the equity shares are proposed to be allotted on preferential basis for consideration other than cash, the Company has obtained a valuation report dated 13/03/2025, for swap of equity shares issued by Mr. Manish Manwani, Independent Registered valuer (IBBI Regd. No. IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B3, Spaze Itech Park, Sohna Road, Sector - 49, Gurugram, Haryana - 122018 in accordance with Regulation 164(1) of the ICDR Regulations ("**Valuation Report**"). The Valuation Report shall be available for inspection by the members at the Registered Office of the Company during business hours between 10.00 A.M. to 06.00 P.M. on all working days of the Company and the same may be accessed on the Company's website at the link is <https://www.ankaindia.com/egm-reports>.

The price per share of FIPL whose shares are purchased by the Company is determined on consideration of the fair equity share swap ratio for the proposed transaction on arm's length basis as per the valuation report by Registered Valuer Mr. Vaibhav Mandhana (IBBI Regd. No. IBBI/RV/06/2020/13124), and the Value derived is Rs. 61,462.7/- 9Rupees Sixty One Thousand Four Hundred Sixty Two Point Seven) per share as per the valuation Report dated 19/02/2025 and same has been available for inspection by the members at the Registered Office of the Company during business hours between 10.00 A.M. to 06.00 P.M. on all working days of the Company and the same may be accessed on the Company's website at the link is <https://www.ankaindia.com/egm-reports>.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

**5. Price/ price band at/ within which the Equity Shares are proposed to be issued:**

To create, offer, issue and allot up to **3,61,54,529 (Three Crore Sixty One Lakh, Fifty-Four Thousand Five Hundred Twenty Nine)** Equity Shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up, ("**Equity Share**") at an **Issue Price of Rs. 17 (Rupees Seventeen only) per equity share** including a premium of **Rs. 7 (Rupees Seven)** per Equity Share aggregating to **Rs. 61,46,26,993 (Rupees Sixty One Crores Forty Six Lakhs Twenty Six Thousand Nine Hundred Ninety Three)**, which is not less than the floor price as on the Relevant Date, determined in accordance with Chapter V of the ICDR Regulations, and the fair value per equity share of the Company as on the Relevant Date for consideration other than cash i.e. allotment against swap of **10,000 (Ten Thousand)** equity shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up of Futech Internet Private Limited ("**FIPL**"), representing **100% (Hundred Percent)** of the paid-up equity share capital of **FIPL**. Please refer point no.4 for the basis of determination of the issue price.

**6. Relevant Date**

The 'Relevant Date' as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the proposed preferential issue of Equity Shares through swap to be allotted to the above mentioned allottees is Thursday,

March 13, 2025 (i.e. being the date, which is 30 days prior to the date of Shareholder meeting i.e. April 12, 2025).

**7. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Please refer point no.4 for valuation report of register valuer and the basis of determination of the issue price.

**8. Amount which the Company intends to raise by way of such securities/ size of the issue:**

It is proposed to issue, offer and allot, upto **3,61,54,529 (Three Crore Sixty One Lakh, Fifty- Four Thousand Five Hundred Twenty Nine)** Equity Shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up, ("**Equity Share**") at an **Issue Price of Rs. 17 (Rupees Seventeen only) per equity share** including a premium of **Rs. 7 (Rupees Seven)** per Equity Share aggregating to **Rs. 61,46,26,993 (Rupees Sixty One Crores Forty Six Lakhs Twenty Six Thousand Nine Hundred Ninety Three)**, which is not less than the floor price as on the Relevant Date, determined in accordance with Chapter V of the ICDR Regulations, and the fair value per equity share of the Company as on the Relevant Date for consideration other than cash i.e. allotment against swap of **10,000 (Ten Thousand)** equity shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up of Futech Internet Private Limited ("**FIPL**"), representing **100% (Hundred Percent)** of the paid-up equity share capital of **FIPL**.

**9. Material Terms of Issue of Equity Shares**

The Board of the Directors of the Company at its meeting held on March 13, 2025 have entered into a Share Purchase Agreement with Mr. Amit Sharma and Mr. Arjit Sachdeva, the existing promoters and/or shareholders of the FIPL, wherein the Company has agreed to acquire 100% Shareholding in the FIPL against swap of 10,000 equity shares of **FIPL** representing 100% (Hundred Percent) of the paid-up equity share capital of FIPL.

<b>Sl. No.</b>	<b>Name of the proposed Allottee</b>	<b>Category ('Promoter/Promoter Group'/ Non Promoter)*</b>	<b>No. of Equity to be issued upto</b>
1	Amit Sharma	<b>Currently-</b> Non-Promoter <b>Post open-offer:</b> Promoter & Promoter Group	2,89,23,624
2	Arjit Sachdeva	<b>Currently-</b> Non-Promoter <b>Post open-offer:</b> Promoter & Promoter Group	72,30,905
<b>Total</b>			<b>3,61,54,529</b>

*(\*)*, pursuant to the proposed preferential allotment, aforesaid Allottees, namely, Amit Sharma and Arjit Sachdeva have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI SAST Regulations. Thus, post this Proposed Preferential Issue & completion of Open Offer, Amit Sharma and Arjit Sachdeva would be classified in the Promoter Category and existing Promoter & Promoter Group (individuals & entities) would be re-classified as public category of the Company.

Pursuant to the above acquisition, your Company will become the Holding Company of FIPL subject to necessary statutory/ regulatory approvals.

**10. Proposal/ Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management to subscribe the offer; contribution being made by the Promoters or Directors either as part of the preferential allotment or separately in furtherance of the objects:**

By virtue of this proposed issue to the Proposed Promoter and Promoter Group there may be a requirement of compliance of Regulation 3 & 4 of the SEBI SAST Regulation and Proposed Promoter needs to give an open offer as per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this allotment will result into an open offer.

None of the Directors or key managerial personnel or senior management of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the preferential issue or separately in furtherance of the objects specified herein above.

**11. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

Proposed Allottees, namely, Amit Sharma and Arjit Sachdeva presently belong to public category, However, pursuant to the proposed preferential allotment, these Proposed Allottees have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI SAST Regulations. Thus, post this Proposed Preferential Issue & completion of Open Offer, Amit Sharma and Arjit Sachdeva would be classified in the Promoter Category and existing Promoter & Promoter Category (individuals & entities) would be re-classified as public category of the Company.

**12. Proposed time frame within which the Preferential Issue shall be completed:**

The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to BSE and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approvals. However, since this Proposed Preferential Allotment is triggering the obligation to make an open offer for shares of the Company under the SEBI (SAST) Regulations, the preferential allotment of said Equity Shares to the Investor will be completed within a period of 15 (fifteen) days from the last date of Competing offer as per Takeovers Regulation or date of receipt of all statutory approvals required for the completion of an open offer under the Takeover Regulation or such other period as may be permitted in accordance with SEBI (ICDR) Regulations, as amended from time to time.

**13. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has allotted 54,10,375 (Fifty Four Lakhs Ten Thousand Three Hundred Seventy Five) Equity shares at Rs. 12 (Rupees Twelve) per equity share on 08/08/2024 to 7 (Seven) Persons on preferential basis pursuant to conversion of share warrants.

**14. Lock-in Period:**

The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

The shares issued under preferential issue shall be locked-in for such period as specified under Regulation 167 of the ICDR Regulations.

### **15. Listing:**

The Company will make an application to BSE Limited, for listing of the Subscription Shares to be created, offered, issued and allotted pursuant to the aforesaid resolution. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

### **16. Practicing Company Secretary's Certificate:**

A copy of the certificate from Mr. Rahul Gupta (Membership No.: F9533) Proprietor of M/s Rahul Gupta & Associates (Certificate of Practice No. 12306) Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company during business hours between 10.00 A.M. to 06.00 P.M. on all working days of the Company and the same may be accessed on the Company's website at the link is <https://www.ankaindia.com/egm-reports>.

### **17. Identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of Equity Shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees, the percentage (%) of post preferential issue capital that may be held by them and change in control, if any, consequent to the preferential issue:**

Sl. No.	Name of the proposed Allottee	Category ('Promoter/Promoter Group'/ Non Promoter)	No. of Equity to be issued upto	(%) of post preferential issue
1	Amit Sharma	<b>Currently-</b> Non-Promoter <b>Post open-offer:</b> Promoter & Promoter Group	2,89,23,624	56.12%
2	Arjit Sachdeva	<b>Currently-</b> Non-Promoter <b>Post open-offer:</b> Promoter & Promoter Group	72,30,905	14.03%
<b>Total</b>			<b>3,61,54,529</b>	<b>70.15%</b>

### **18. Principle terms of assets charged as securities:**

Not Applicable

### **19. Shareholding pattern of the issuer before and after the Preferential Issue**

Sr. No.	Category	Pre-Issue		Post - Issue	
		No. of Equity Shares held	% of equity holding	No. of Equity Shares held	% of equity holding
A.	<b>PROMOTER AND PROMOTER GROUP HOLDING</b>				
	Indian				
	Individual	60,47,996	39.30	3,61,54,529*	70.15
	Bodies Corporate	24,15,057	15.70		
	<b>Sub - Total (A)</b>	<b>84,63,053</b>	<b>55.00</b>	<b>3,61,54,529</b>	<b>70.15</b>
	Foreign Promoters	-	-	-	-
B	<b>PUBLIC HOLDINGS</b>				
	Institutional Investors	-	-	-	-

	Non-Institution				
	Director and their relatives	-	-	-	-
	KMP	-	-	-	-
	Body Corporate	32,154	0.21	24,47,211	4.75
	Indian Public	67,63,754	43.95	1,28,11,750	24.86
	Non-Resident Indians (NRI)	69,594	0.45	69,594	0.13
	Any Other	59,401	0.39	59,401	0.11
	<b>Sub - Total (B)</b>	<b>69,24,903</b>	<b>45.00</b>	<b>1,53,87,956</b>	<b>29.85</b>
	<b>GRAND TOTAL (A) + (B)</b>	<b>1,53,87,956</b>	<b>100</b>	<b>5,15,42,485</b>	<b>100</b>

(\*), pursuant to the proposed preferential allotment, aforesaid Allottees, namely, Amit Sharma and Arjit Sachdeva have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI SAST Regulations. Thus, post this Proposed Preferential Issue & completion of Open Offer, Amit Sharma and Arjit Sachdeva would be classified in the Promoter Category and existing Promoter & Promoter Group (individuals & entities) would be re-classified as public category of the Company.

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

The proposed preferential allotment of Equity Shares is made to Individual.

**21. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations, 2018**

Disclosure is not applicable in the present case as neither the Proposed Allottee, the beneficial owners of Proposed Allottee nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers.

**22. Name and the address of Valuer who performed valuation**

The Valuation of Equity Shares has been done by Mr. Manish Manwani, Independent Registered valuer (IBBI Regd. No. IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B3, Spaze Itech Park, Sohna Road, Sector - 49, Gurugram, Haryana - 122018.

**23. Undertaking:**

The Company hereby undertakes that:

- a) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- c) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of Chapter V of the SEBI ICDR Regulations where it is required to do so including pursuant to Regulation 166 of the SEBI ICDR Regulations;
- d) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid.

- e) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Further, the Proposed Allottees have not transferred their respective Equity Shares in the Company during the 90 trading days preceding the Relevant Date.
- f) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- g) The Company does not have any outstanding dues towards SEBI, the Stock Exchange or the depositories.
- h) The Proposed Promoter and promoter group are proposed to become the promoter and promoter group of the Company and will continue to be the promoter and promoter group of the Company post the Preferential Issues of Equity Shares.
- i) The proposed preferential issue is not being made to anybody-corporate incorporated in, or a national of, a country which shares a land border with India.
- j) The Proposed Preferential Issue is for a non-cash consideration i.e share swap and no proceeds will be generated from the Proposed Preferential Issue, the requirement to appoint a monitoring agency under the provisions of Chapter V of the ICDR Regulations is not applicable.

**Interest of Directors and KMP:** None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 3 except to the extent of their shareholding in the Company.

Considering the future growth and expansion of the Company the Board of Directors recommends the resolutions as set out at Item No 3 in the notice for approval of the members by Special Resolution.

**BY ORDER OF THE BOARD**

**Place: Gurugram  
Date : 20/03/2025**

**SD/-  
ANU SHARMA  
Company Secretary & Compliance Officer**