

**NOTICE**

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of ANKA INDIA LIMITED will be held on Thursday, 29<sup>th</sup> September, 2022 at 04.00 P.M through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements the Company for the financial year ended 31<sup>st</sup> March 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Raman Rakesh Trikha (holding DIN 00383578), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. **TO APPROVE THE RE-APPOINTMENT OF MRS. NITI SETHI AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS**

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 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mrs. Niti Sethi having DIN 07624580**, who was appointed as an Independent Director of the Company for a term of 5 years upto May 24, 2022 by the shareholders, reappointed by board of Directors as the additional Independent director on 24<sup>th</sup> May, 2022 subject to the approval of the members of the Company and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director and a declaration in writing that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, the consent of the members of the Company be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second and final term of 5 (Five) years effective from the date of 24<sup>th</sup> May, 2022.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby (i) sign and file related forms/documents if any with the Registrar of Companies or with other statutory authorities for her appointment; (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".

**4. TO APPROVE THE RE-APPOINTMENT OF MRS. ASHAKISHINCHAND AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS**

**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 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mrs. Ashakishinchand having DIN 07727473** who was appointed as an Independent Director of the Company for a term of 5 years upto May 24, 2022 by the shareholders, reappointed by board of Directors as the additional Independent director on 24<sup>th</sup> May, 2022 subject to the approval of the members of the Company and in respect of whom the Company has received a notice in writing from the Director under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director and a declaration in writing that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, the consent of the members of the Company be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second and final term of 5 (Five) years effective from the date of 24<sup>th</sup> May, 2022.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby (i) sign and file related forms/documents if any with the Registrar of Companies or with other statutory authorities for her appointment; (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”.

**5. RE-APPOINTMENT OF MRS. SULAKASHANA TRIKHA AS WHOLE-TIME DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196, , 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of **Mrs. Sulakashana Trikha having DIN 02924761** as Whole-time Director of the Company who has attained the age of 70 years, for a period of 5 years commencing from 21<sup>st</sup> August, 2022 to 21<sup>st</sup> August 2027, at a remuneration and on the terms and conditions of appointment as contained in the explanatory statement to this resolution, with authority to the Board of Directors and the Nomination and Remuneration Committee to

alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013.;

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Whole-time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby (i) sign and file related forms/documents if any with the Registrar of Companies or with other statutory authorities for her appointment; (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".

**BY ORDER OF THE BOARD**

**Place: Gurgaon**  
**Date : 02/09/2022**

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

**IMPORTANT NOTES:****A. GENREAL INFORMATION**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") for the matter included in the notice, which is unavoidable and therefore proposed for seeking approval at AGM, is enclosed herewith.
2. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.
3. As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 AGM will be provided by CDSL.
5. The Members can join the AGM 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 AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.ankaindia.com](http://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 AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/2021 dated January 13, 2021, MCA Circular No. 19/2021 dated December 18, 2021, MCA Circular No. 21/2021 dated December 14, 2021.
10. In continuation of this Ministry's General Circular No. 20/2020, dated 05<sup>th</sup> May, 2020, General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, , MCA Circular No. 19/2021 dated December 18, 2021, MCA Circular No. 21/2021 dated December 14, 2021 and after due examination, it has been decided to allow companies who are proposing to organize AGMs in 2022 for the Financial Year ended/ending any time before/on 31.03.2022 through VC or OAVM as per the respective due dates by 31<sup>st</sup> December 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020.
11. The Register of Members and the Share Transfer books of the Company will remain closed from 22<sup>nd</sup> September, 2022 to 29<sup>th</sup> September, 2022 (both days inclusive).
12. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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 AGM 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 e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
13. The deemed venue for 28<sup>th</sup> e-AGM shall be the Registered Office of the Company.
14. Attendance of the Members participating in the 28<sup>th</sup> AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. The Company has paid the Annual Listing Fees for the year 2022-2023.
16. 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 28<sup>th</sup> AGM and facility for those Members participating in the 28<sup>th</sup> AGM to cast vote through e-Voting system during the 28<sup>th</sup> AGM.

**THE INSTRUCTIONS 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 26<sup>th</sup> September, 2022 09:00 A.M. and ends on 28<sup>th</sup> September, 2022 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 22<sup>nd</sup> September, 2022 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
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &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.</li> <li>3) 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></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) 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.nsdl.com">https://eservices.nsdl.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</li> </ol>

	<p>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>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>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 &amp; voting during the meeting.</p>

**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) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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 in order to login. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

(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 <Company Name> 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 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, 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 AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM 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 AGM.
4. Shareholders are encouraged to join the Meeting through Laptops /IPads for better experience.
5. Further shareolders 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. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **03 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at 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 AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM 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 and 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 AGM & 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. **22.09.2022**.
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 Annual 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 AGM, 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 ([www.ankaindia.com](http://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 [www.ankaindia.com](http://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, upto and including the date of the Annual General Meeting of the Company.

**BY ORDER OF THE BOARD**

**Place: Gurgaon**

**Date : 02/09/2022**

**SD/-**

**ANU SHARMA**

**Company Secretary & Compliance Officer**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 3**

**Mrs. Niti Sethi having DIN 07624580** was appointed as a Non Executive Independent Director of the Company for a term of five years, i.e., from May 24, 2017 to May 24, 2022 (both days inclusive).

Pursuant to the performance evaluation of **Mrs. Niti Sethi** and considering that her continued association as a Member of the Board would be beneficial to the Company, based on recommendation of the NRC, the Board appointed **Mrs. Niti Sethi** as an Additional Director of the Company on 24<sup>th</sup> May, 2022 and subject to approval of the Members, re-appointed him as a Non-Executive Independent Director, not liable to retire by rotation, for the second consecutive term, i.e., from May 24<sup>th</sup>, 2022 to May 24<sup>th</sup>, 2027 (both days inclusive).

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, **Mrs. Niti Sethi** shall hold office up to the date of this AGM. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of **Mrs. Niti Sethi** are provided as Annexure to this Notice.

**Mrs. Niti Sethi** has given her declaration to the Board, inter alia, that (i) she meets the criteria of independence as provided under Section 149(6) of the Act, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director.

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

In the opinion of the Board, **Mrs. Niti Sethi** is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for reappointment as an Independent Director and she is independent of the management.

Given her experience, the Board considers it desirable and in the interest of the Company to continue **Mrs. Niti Sethi** on the Board of the Company and accordingly the Board recommends the re-appointment of **Mrs. Niti Sethi** as an Independent Director as proposed in the Resolution set out at Item No. 3 for approval by the Members.

Except for **Mrs. Niti Sethi** and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

**Item No. 4**

**Mrs. Ashakishinchand having DIN 07727473** was appointed as a Non Executive Independent Director of the Company for a term of five years, i.e., from May 24, 2017 to May 24, 2022 (both days inclusive).

Pursuant to the performance evaluation of **Mrs. Ashakishinchand** and considering that her continued association as a Member of the Board would be beneficial to the Company, based on recommendation of the NRC, the Board appointed **Mrs. Ashakishinchand** as an Additional Director of the Company on 24<sup>th</sup> May, 2022 and subject to approval of the Members, re-appointed him as a Non-Executive Independent Director, not liable to retire by rotation, for the second consecutive term, i.e., from May 24<sup>th</sup>, 2022 to May 24<sup>th</sup>, 2027 (both days inclusive).

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, **Mrs. Ashakishinchand** shall hold office up to the date of this AGM. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of **Mrs. Ashakishinchand** are provided as Annexure to this Notice.

**Mrs. Ashakishinchand** has given her declaration to the Board, inter alia, that (i) she meets the criteria of independence as provided under Section 149(6) of the Act, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director.

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

In the opinion of the Board, **Mrs. Ashakishinchand** is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for reappointment as an Independent Director and she is independent of the management.

Given her experience, the Board considers it desirable and in the interest of the Company to continue **Mrs. Ashakishinchand** on the Board of the Company and accordingly the Board recommends the re-appointment of **Mrs. Ashakishinchand** as an Independent Director as proposed in the Resolution set out at Item No. 3 for approval by the Members.

Except for **Mrs. Ashakishinchand** and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

**Item No. 5**

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee in their meeting held on 02<sup>nd</sup> September, 2022 has reappointed Mrs. Sulakshana Trikha as the whole time director of the Company on the following terms and conditions:-

1. **Period of Appointment:-** She has been appointed for period of term of 5 Year and shall be eligible for the re-appointment.
2. **Remuneration:-**
  - i. **Basic Salary:** Rs. 75,000 (Rupees Seventy Five Thousand) Per Month with such increments as the Board may decide from time to time.
  - ii. **Medical Expenses:** Expenses incurred for self and family, as per Company's rules subject to such ceiling as may be decided by the Board from time to time but not exceeding, in any case, one month salary per year or Five months' salary in a periods of Five years.
  - iii. **Leave Travel Concession:-** For self and family once in a year in accordance with the rules of the Company
  - iv. **Telephone:** Reimbursement of the actual expenses incurred on telephone at his residence for the business of the Company, personal long distance call charges will be borne by Mrs. Sulakshana Trikha.
  - v. **Provident Fund:** As per rules of the Company and applicability on the Company.

**OTHER CONDITIONS:-**

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

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

<b>I. General Information:</b>	
(a) Nature of industry	Media and entertainment
(b) Date or expected date of commencement of commercial production.	13/09/1994



(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	NA
(d) Financial performance based on given indicators.	Financial year 2021-22 ("in 000") Gross Revenue : Rs. NIL Profit after Tax : Rs. (1,721) Rate of Dividend : NIL Earnings per Share: (0.27)
(e) Foreign investments or collaborators, if any	The Company has not made or received any foreign investments and neither entered into any foreign collaborations
<b>II. Information about the appointee:</b>	
(a) Background details	Mrs. Sulakshana Trikha aged 74 Years is a Intermediate passed from Punjab University
(b) Past remuneration	NIL
(c) Recognition or awards	-
(d) Job profile and his suitability	More than a decade experience in Cosmetics Business and successfully promoted and now managing and controlling an entertainment company for more than 12 years.
(e) Remuneration proposed	It is proposed to Pay Basic salary Rs.75000 per month plus other perquisites and Benefits.
(f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by her of the business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	She is the proposed promoter of the Company and currently holding 15,14,565 Equity Shares of the Company constituting 24.14% of the Issued and paid capital of the Company.
<b>III. Other information:</b>	
(a) Reasons of loss or inadequate profits	The Company has closed its business activity i.e. manufacturing of shoes soles in the Year 2011-12. After that the Company has not been able to start any new business activity, hence there is no revenue from the operations of the Company and the Company has incurred losses in the previous few years.
(b) Steps taken or proposed to be taken for improvement	The Company has started the new venture in the media and entertainment

	<p>industry and during the last financial year has purchased various rights of the Bhojpuri and Marathi movies and various songs thereof.</p> <p>Further the Company has entered Memorandum of Understanding with <b>Oakwood Street Film Ltd</b> has been appointed to render services in India as Line Producer in connection with the film presently entitled One Oakwood Street and has been engaged to work in United Kingdom</p> <p>The Company has given time to time disclosure of all the activities with the stock exchange.</p>
(C) Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes that it will generate the revenue and also earns profits from the aforesaid business activity.

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

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

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

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

## ANNEXURE

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (AS PER REGULATIONS 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND AS PER THE SECRETARIAL STANDARD (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES**

**1. NITI SETHI**

Name of Director	Mrs. Niti Sethi
Date of Birth and Age	06 <sup>th</sup> June, 1956 and Age 66 Years
Date of first appointment on the Board	24/05/2017
Directors Identification Number	07624580
Qualification	<p>Ms. Niti Sethi aged 66 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.</p> <p>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 &amp; Company Secretary and currently working as the Practicing Company Secretary.</p>
Experience / Expertise in Specific Functional Area	Legal, Policy Making, Investors and Corporate Relations
Directorship held in other Listed Companies	Not a director in any other listed public company
Membership / Chairmanship of other Companies	NIL
The Number of Meeting of the Board Attended during the year	Total 2 Meetings till date and 6 meeting in the previous financial year.
Remuneration last drawn	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No Relationship with other Directors
Terms and conditions of appointment	Not Applicable
Shareholding in the Company	NIL

**2. ASHAKISHINCHAND**

Name of Director	Mrs. Ashakishinchand
Date of Birth and Age	30 <sup>th</sup> March, 1969 and Age 53 Years
Date of first appointment on the Board	24/05/2017
Directors Identification Number	07727473
Qualification	<p>Ms. Asha kishinchand is aged 53 Years is a certified life coach / author / artist and philanthropist.</p> <p>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.</p>
Experience / Expertise in Specific Functional Area	Art, Motivator, Writing Blogs, Education.
Directorship held in other Listed Companies	Not a director in any other listed public company
Membership / Chairmanship of other Companies	NIL
The Number of Meeting of the Board Attended during the year	Total 2 Meetings till date and 6 meeting in the previous financial year.
Remuneration last drawn	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No Relationship with other Directors
Terms and conditions of appointment	Not Applicable
Shareholding in the Company	NIL

**3. SULAKASHANA TRIKHA**

Name of Director	Mrs. SULAKASHANA TRIKHA
Date of Birth and Age	15 <sup>th</sup> January, 1948 and Age 73 Years
Date of first appointment on the Board	09/03/2017
Directors Identification Number	02924761
Qualification	Intermediate, Punjab University
Experience / Expertise in Specific Functional Area	More than a decade of experience in Cosmetics Business and successfully promoted and managing an entertainment company for more than 12 years.
Directorship held in other Listed Companies	Not a director in any other listed public company
Membership / Chairmanship of other Companies	NIL
The Number of Meeting of the Board Attended during the year	Total 2 Meetings till date and 6 meeting in the previous financial year.
Remuneration last drawn	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Wife of late Sh. Rakesh Kumar Trikha and Mother of Mr Raman Rakesh Trikha director of the Company.
Terms and conditions of appointment	Not Applicable
Shareholding in the Company	15,14,565 Equity shares constituting 24.14% of the issued and paid up capital of the Company

**4. RAMAN RAKESH TRIKHA**

Name of Director	Mr. RAMAN RAKESH TRIKHA
Date of Birth and Age	17 <sup>th</sup> November, 1972 and Age 48 Years
Date of first appointment on the Board	09/10/2020
Directors Identification Number	00383578
Qualification	B.A.
Experience / Expertise in Specific Functional Area	A post graduate from Delhi, having an experience of 26 years in the field of media and entertainment, instrumental in structuring few media companies in the past thru value addition, produced and distributed content, currently associated with few top rated projects as an artist.
Directorship held in other Listed Companies	Not a director in any other listed public company
Membership / Chairmanship of other Companies	NIL
The Number of Meeting of the Board Attended during the year	Total 2 Meetings till date and 6 meeting in the previous financial year.

Remuneration last drawn	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of late Sh. Rakesh Kumar Trikha and Mrs. Sulakshana Trikha Whole time director of the Company.
Terms and conditions of appointment	Not Applicable
Shareholding in the Company	9,96,388 Equity shares constituting 15.88% of the issued and paid up capital of the Company