

## **NOTICE**

### **ALANKIT LIMITED**

Registered office: 205-208, Anarkali Complex,  
Jhandewalan Extn., New Delhi-110055  
E-mail: [investor@alankit.com](mailto:investor@alankit.com) Tel No.: 011-42541234  
CIN: L74900DL1989PLC036860

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**NOTICE IS HEREBY GIVEN THAT THE 30<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ALANKIT LIMITED WILL BE HELD ON SATURDAY THE 28<sup>TH</sup> DAY OF SEPTEMBER, 2019 AT 10:00 A.M. AT MOHAN VILAS, MAIN G.T. KARNAL ROAD, DELHI-110036 TO TRANSACT THE FOLLOWING BUSINESS:**

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### **ORDINARY BUSINESS**

1. To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2019 including audited Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement for the year ended 31.03.2019 and the Reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Alok Kumar Agarwal (DIN: 00586047), who retires by rotation and being eligible, offers himself for re-appointment.
3. To Re-appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. B.K. Shroff & Co, Chartered Accountants, New Delhi (Firms Registration No. 302166E), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 30<sup>th</sup> Annual General Meeting till the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company to be held in the year 2024 at such remuneration as shall be fixed by the Board of Directors of the Company.”

### **SPECIAL BUSINESS**

#### **4. Re-appointment of Mr. Shyam Kishore Lal as a Non-Executive Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Shyam Kishore Lal (DIN: 03602766), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 26<sup>th</sup> May, 2019 to 25<sup>th</sup> May, 2024 and shall not be

liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**5. Re-appointment of Mr. Ashok Shantilal Bhuta as a Non-Executive Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Ashok Shantilal Bhuta (DIN: 05336015), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 26<sup>th</sup> May, 2019 to 25<sup>th</sup> May, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**6. Re-appointment of Mr. Yash Jeet Basrar as a Non-Executive Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Yash Jeet Basrar (DIN: 00112857), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 4<sup>th</sup> July, 2019 to 3<sup>rd</sup> July, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**7. Re-appointment of Mr. Ankit Agarwal as a Managing Director**

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

**“RESOLVED THAT** pursuant to Sections 197 and 203 read with other applicable provisions and Schedule V to the Companies Act, 2013 and the provisions of Articles of Association of the Company, Mr. Ankit Agarwal be and is hereby re-appointed as Managing Director of the Company for a further period of five years with effect from 26<sup>th</sup> May, 2019 liable to retire by rotation on terms and conditions including remuneration as given below.

- a) Basic Salary : Rs. 5,00,000/- per month
- b) He shall also be entitled to following perquisites:
  - i) Employer’s Contribution to Provident Fund.
  - ii) Gratuity in accordance with Company’s Policy.

- iii) Leave encashment in accordance with Company's Policy.
- iv) Mobile phone and telephone facility as per Company's Policy.
- v) Furniture/ fixtures/ Home furnishing loan/ any other loan as per Company's Policy.
- vi) Free use of car for business purposes of the Company and reimbursement of driver's remunerations.
- c) He shall also be entitled to following Allowances/ Reimbursements:
  - i) House Rent Allowance
  - ii) Children Education Allowance
  - iii) Medical Reimbursement
  - iv) Leave Travel Allowance
  - v) Special allowance
  - vi) Club Fees.
  - vii) Keyman/Personal Accident Insurance
- d) He shall also be entitled to reimbursement of expenses incurred by him for business of the Company.
- e) He shall also be entitled to other perquisites and increment as may be decided by the Board of Directors from time to time.
- f) He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** Mr. Ankit Agarwal in the capacity of Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by board of Directors of the Company, from time to time.

**RESOLVED FURTHER THAT** in case of inadequacy of profits, he shall be entitled for the minimum remuneration in accordance with the prescribed limits in Schedule V of the Companies Act, 2013 as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter, vary or amend the terms and conditions of the said appointment including authority to determine the amount of salary and performance bonus as also the type and amount of perquisites and other benefits in such manner as may be agreed to by and between the Board and Mr. Ankit Agarwal.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to do all such acts, deeds & things as may be necessary, proper and expedient for the purpose of giving effect to this resolution including filing of form to Registrar of Companies, NCT and for the matters connected therein or incidental thereto."

## **8. Alteration in Articles of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) the altered Articles of Association as submitted to this meeting, be and are hereby approved and adopted to replace the existing Article 69 of Articles of Association by the following article stated as below:

*"All cheques, promissory notes, drafts, hundies, bills of exchange, and other negotiable instruments, **agreements** and all receipts for monies paid to the company, shall be signed,*

*drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.”*

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

## 9. Approval of Related Party Transaction to be entered with Group Companies

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

**“RESOLVED THAT** in supersession to the earlier resolution passed and declared on 19<sup>th</sup> December, 2017 and pursuant to provisions of Section 188 and other provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Management of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), consent of the Shareholders be and is hereby accorded for entering into the following proposed Related Party Transactions with respect to rendering of goods/services or vice versa by Alankit Limited with effect from 01.10.2019, up to maximum per annum amounts as appended in table below:

S. No.	Name of the Related Party	Relationship	Maximum Value of transactions per annum with effect from 01.10.2019 till 30.09.2020 (Rs. in Crores)
1.	Alankit Assignments Limited	Group Company	500.00*
2.	Alankit Finsec Limited	Group Company	
3.	Pratishtha Images Private Limited	Group Company	
4.	Swift Impex Private Limited	Group Company	
5.	Alankit Imaginations Limited	Group Company	
6.	Alankit Brands Private Limited	Group Company	
7.	Alankit Associates Private Limited	Group Company	
8.	Alankit IFSC Limited	Group Company	
9.	Alankit Insurance Brokers Limited	Group Company	
10.	Alankit Insurance TPA Limited	Group Company	
11.	Alankit Global Resources DMCC	Group Company	
12.	Alankit Management Consultancy	Group Company	

13.	Europlus Financial Services Limited	Wholly owned Subsidiary	
14.	Euro Global Brokers Limited	Wholly owned Subsidiary	
15.	Alankit Forex India Limited	Wholly owned Subsidiary	
16.	Alankit Technologies Limited	Wholly owned Subsidiary	
17.	Verasys Technologies Private Limited	Subsidiary	

**RESOLVED THAT** the Board of Directors of the Company be and hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**RESOLVED FURTHER THAT** the Board of Directors and/or Management Committee be and is hereby severally authorized to approve any transaction to be entered into with the related entities within in prescribed limit i.e. Rs.500 crores per annum as mentioned above.”

**10. Alteration in Objects Clause of Memorandum of Association of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 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 and the Rules framed thereunder, as amended from time to time, and subject to the approval of IRDA and Registrar of Companies, NCT, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clause under Part - A of Clause III as new sub-clause no.15 after existing clause no.14.”

**III. \*(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

15. Subject to rules & regulations of insurance regulatory and development authority, to carry on the business of insurance broker and to act as insurance broker in India or elsewhere as Direct General Insurance Broker, Direct Life Insurance Broker.

“**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Delhi.”

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR ALANKIT LIMITED**

**MILLI MEHTA  
COMPANY SECRETARY**

**DATE: 14.08.2019  
PLACE: NEW DELHI**

**NOTES:**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in respect of the Special Business to be transacted at the 30<sup>th</sup> Annual General Meeting is annexed herewith.
2. The Register of Members and the Share Transfer books of the Company will remain close from the 22.09.2019 to 28.09.2019 (both days inclusive) for the purpose of Annual General Meeting.
3. Brief Profiles and other information of Directors proposed to be appointed/re-appointed are annexed.
- 3 **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for another person or member.

4. Corporate members intending to send their Authorised Representatives to attend and vote at the meeting are requested to ensure that the Authorised Representative carries a duly certified true copy of the board resolution, power of attorney or such other valid authorization, authorizing him/her to attend and vote at the Meeting and any one of the photo identity proofs (viz. Driving License, PAN Card, Election Card, Passport or any other valid proof).
5. The route map for the venue of the meeting has been provided in the attendance slip.
6. The Company has a dedicated E-mail address [investor@alankit.com](mailto:investor@alankit.com) for members to mail their queries or lodge complaints, if any. We will reply to your queries at the earliest. The Company's website [www.alankit.in](http://www.alankit.in) has a dedicated section on Investors.
7. To Support the **Green Initiative**, Members who are yet to register/ update their email addresses with the Company or with the Depository Participants are requested to register/ update the same for receiving the Notices, Annual Reports and other documents through electronic mode.
8. Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map) and the Annual Report for the Financial Year 2018-19 are being sent electronically to the members whose E-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have requested for physical copy or who have not registered their email address, physical copies of the Notice and Annual Report are being sent through permitted mode.

9. Members may also note that the Notice of the 30<sup>th</sup> Annual General Meeting and the Annual Report for F.Y. 2018-19 will also be available on the Company's website [www.alankit.in](http://www.alankit.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id: [investor@alankit.in](mailto:investor@alankit.in).
10. Members are informed that in case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.
11. All share and dividend related correspondence may be sent to RTA at the following address:  
**ALANKIT ASSIGNMENTS LIMITED**  
3E/7, Jhandewalan Extension, New Delhi-110055, Phone- +91-11-42541234, +91-11-42541959 E-mail: [rta@alankit.com](mailto:rta@alankit.com)  
In all the correspondence, please quote your DP ID & Client ID or Folio Number.
12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank account details, National Electronic Clearing Services (NECS), nominations, power of attorney, change of name, change of address, PIN code etc., only to their Depository Participants (DPs) and not to the Registrar and Share Transfer Agent (RTA) or the Company.
13. Members holding shares in electronic mode are requested to submit their PAN to their respective DPs with whom they are maintaining their demat accounts whereas members holding shares in physical mode are required to submit their PAN to the Company/RTA, as mandated by Securities and Exchange Board of India (SEBI) for every participant in securities market.

#### **14. VOTING OPTIONS**

##### **VOTING THROUGH ELECTRONIC MEANS**

In compliance with provisions of Section 108 and other applicable provisions of the Companies Act, 2013 and rules made there under and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 30<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility of voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. However, in case the members cast their votes through both the modes, then voting done through e-voting shall prevail and voting done by Ballot Paper at meeting will be treated as invalid.

The instructions for shareholders voting electronically are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "Alankit e voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
  - (vii) Select "REVEN" of Alankit Limited.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [nckhanna12@gmail.com](mailto:nckhanna12@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: **REVEN** (Remote E Voting Event Number) **USER ID PASSWORD/PIN**
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- D. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- F. The e-voting period commences on **25.09.2019 (10:00 a.m.) and ends on 27.09.2019 (5:00 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 i.e. 21.09.2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- G. The voting rights of shareholders 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. 21.09.2019.
- H. Mr. N.C. Khanna, Practicing Company Secretary (M.no- 4268 and Certificate of Practice number 5143) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot

paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- J. 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. A person who is not a member as on the cut-off date, should treat this notice for information purpose only.
  - K. The Scrutinizer shall within a period not exceeding three days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - L. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.alankit.in](http://www.alankit.in) and on the website of NSDL e-voting immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited. The results shall be displayed at the Registered Office at 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
15. This notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")**

**ITEM NO. 4:**

Mr. Shyam Kishore Lal was appointed as an Independent Director on the Board of the Company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as an Independent Director of the Company upto 26<sup>th</sup> May 2019.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Mr. Shyam Kishore Lal as Independent Director for a second term of five years on the Board of the Company w.e.f. 25<sup>th</sup> May 2019.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by Mr. Shyam Kishore Lal during his tenure, the continued association of Mr. Shyam Kishore Lal would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Shyam Kishore Lal as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Shyam Kishore Lal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Shyam Kishore Lal for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Shyam Kishore Lal fulfils the conditions for appointment as Independent Director as specified in the Act.

A brief profile of Mr. Shyam Kishore Lal and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement.

Mr. Shyam Kishore Lal is interested in the Special Resolution set out at Item No. 4 with respect to his reappointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 4 of the Notice. The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

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

Mr. Ashok Shantilal Bhuta was appointed as an Independent Director on the Board of the Company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 on 30.05.2018 for the period of one year.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Mr. Ashok Shantilal Bhuta as Independent Director for a second term of five years on the Board of the Company w.e.f. 25<sup>th</sup> May 2019.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by Mr. Ashok Shantilal Bhuta during his tenure, the continued association of Mr. Ashok Shantilal Bhuta would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Ashok Shantilal Bhuta as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Ashok Shantilal Bhuta is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Ashok Shantilal Bhuta for the office of Independent Director of the Company

In the opinion of the Board, Mr. Ashok Shantilal Bhuta fulfils the conditions for appointment as Independent Director as specified in the Act.

A brief profile of Mr. Ashok Shantilal Bhuta and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement.

Mr. Ashok Shantilal Bhuta is interested in the Special Resolution set out at Item No. 5 with respect to his reappointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 5 of the Notice. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

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

Mr. Yash Jeet Basrar was appointed as an Independent Director on the Board of the Company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 on 05.07.2014 for the period of five years.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Mr. Yash Jeet Basrar as Independent Director for a second term of five years on the Board of the Company w.e.f. 04.07.2019.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by Mr. Yash Jeet Basrar during his tenure, the continued association of Mr. Yash Jeet Basrar would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Yash Jeet Basrar as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company.

As per the Kotak Committee recommendation and insertion of new sub regulation (1A) to regulation 17(1), the Company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. For the said purpose, the consent of members is accorded for re-appointment of Mr. Yash Jeet Basrar beyond the age of seventy five years upto the conclusion of second term i.e. 3<sup>rd</sup> July, 2024.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Yash Jeet Basrar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Yash Jeet Basrar for the office of Independent Director of the Company

In the opinion of the Board, Mr. Yash Jeet Basrar fulfils the conditions for appointment as Independent Director as specified in the Act.

A brief profile of Mr. Yash Jeet Basrar and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement.

Mr. Yash Jeet Basrar is interested in the Special Resolution set out at Item No. 6 with respect to his reappointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 6 of the Notice. The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

#### **ITEM NO. 7**

The Members at the 25<sup>th</sup> Annual General Meeting held on 05.07.2014 approved the appointment of Mr. Ankit Agarwal as Managing Director of the Company with effect from 26<sup>th</sup> May, 2014 for the period of five years. Mr. Ankit Agarwal has been re-appointed as Managing Director for the further period of five years with effect from 26<sup>th</sup> May, 2019.

On the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members, the Board at the meeting held on 26<sup>th</sup> May, 2019, appointed Mr. Ankit Agarwal as Managing Director of the Company with effect from the said date on the existing terms and conditions.

The Board at the aforesaid meeting, on the recommendation of the Committee, also recommended for the approval of the Members, the re-appointment of Mr. Ankit Agarwal as Managing Director of the Company, as set out in the Resolution relating to his re-appointment, on the following remuneration:-

- a) Basic Salary : Rs. 5,00,000/- per month
- b) He shall also be entitled to following perquisites:
  - i) Employer's Contribution to Provident Fund.
  - ii) Gratuity in accordance with Company's Policy.
  - iii) Leave encashment in accordance with Company's Policy.
  - iv) Mobile phone and telephone facility as per Company's Policy.
  - v) Furniture/ fixtures/ Home furnishing loan/ any other loan as per Company's policy.
  - vi) Free use of car for business purposes of the Company and reimbursement of driver's remunerations.
- c) He shall also be entitled to following Allowances/ Reimbursements:
  - i) House Rent Allowance
  - ii) Children Education Allowance
  - iii) Medical Reimbursement
  - iv) Leave Travel Allowance
  - v) Special allowance
  - vi) Club Fees.
  - vii) Keyman/Personal Accident Insurance

- d) He shall also be entitled to reimbursement of expenses incurred by him for business of the Company.
- e) He shall also be entitled to other perquisites and increment as may be decided by the Board of Directors from time to time.
- f) He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committees thereof.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Ankit Agarwal has been received by the Company, and consent has been filed by Mr. Ankit Agarwal pursuant to Section 152 of the Act.

Mr. Ankit Agarwal and Mr. Alok Kumar Agarwal are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions. The Board recommends these Resolutions for your approval.

#### **ITEM NO. 8**

There is a need to replace the Article 69 with the article mentioned below in order to add one word "agreements" to be executed by such person and in such manner as the Board shall from time to time by resolution determine.

*"All cheques, promissory notes, drafts, hundies, bills of exchange, and other negotiable instruments, **agreements** and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine."*

Pursuant to provisions of Section 14 of Companies Act, 2013, amendment of Articles of Association requires approval of Shareholders by way of Special Resolution. Accordingly, this matter has been placed before the Shareholders for approval.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a Special Resolution.

None of Directors/Key Managerial Personnel or their relatives are in a way interested or concerned in the resolution.

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

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies Act (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following contracts/ agreements/ transactions is material in nature and require the approval of the unrelated members of the Company by a special resolution:

S. No.	Name of the Related Party	Relationship	Maximum Value of transactions per annum with effect from 01.10.2019 till 30.10.2020 (Rs. in Crores)	Nature and Material Terms/ Particulars of the contract or arrangement

1.	Alankit Assignments Limited	Group Company	500.00*	To enter into agreement related to royalty, rent, lease, sale or purchase of property and securities, goods, providing services, sharing of common expenditure and inter corporate borrowings and investments and vice-versa.
2.	Alankit Finsec Limited	Group Company		
3.	Pratishtha Images Private Limited	Group Company		
4.	Swift Impex Private Limited	Group Company		
5.	Alankit Imaginations Limited	Group Company		
6.	Alankit Brands Private Limited	Group Company		
7.	Alankit Associates Private Limited	Group Company		
8.	Alankit IFSC Limited	Group Company		
9.	Alankit Insurance Brokers Limited	Group Company		
10.	Alankit Insurance TPA Limited	Group Company		
11.	Alankit Global Resources DMCC	Group Company		
12.	Alankit Management Consultancy	Group Company		
13.	Europlus Financial Services Limited	Wholly owned Subsidiary		
14.	Euro Global Brokers Limited	Wholly owned Subsidiary		
15.	Alankit Forex India Limited	Wholly owned Subsidiary		
16.	Verasys Technologies Private Limited	Subsidiary		
17.	Alankit Technologies Limited	Wholly owned Subsidiary		

The above contracts/ arrangements/ transactions were approved by the Audit Committee at its meeting held on 26<sup>th</sup> May, 2019 and recommended by the Board of Directors at its meeting held on 26<sup>th</sup> May, 2019 to the unrelated members of the Company for their approval.

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities/ persons that are directly/ indirectly related parties of the Company shall abstain from voting on resolution (s) wherein approval of material Related Party Transactions is sought from the members. Accordingly, all related party of the Company, including, among other related entities and the Directors and Key Managerial Personnel will not vote on this resolution.

#### **ITEM NO. 10**

The Company proposes to alter the Main Object under the Objects clause of Memorandum of the Company by inserting the “clause 15” to carry on the business of insurance broker and to act as insurance broker in India or elsewhere as Direct General Insurance Broker, Direct Life Insurance Broker in Existing Clause vide No. III (A) of Main Objects. The above amendment would be subject to approval of Registrar of Companies.

The Board of Directors commends the passing of above mentioned Resolution for the approval of members.

None of the Directors are interested or concerned in the passing of this Resolution except to the extent of their shareholding.

#### **DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 (3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS-2 ON GENERAL MEETING:**

<b>Name of Director</b>	<b>Shyam Kishore Lal</b>	<b>Ashok Shantilal Bhuta</b>	<b>Yash Jeet Basrar</b>	<b>Ankit Agarwal</b>
Designation	Independent Director not liable to retire by rotation	Independent Director not liable to retire by rotation	Independent Director not liable to retire by rotation	Managing Director liable to retire by rotation
DIN	03602766	05336015	00112857	01191951
Date of first appointment	26.05.2014	30.05.2018	05.07.2014	26.05.2014
Item No.	4	5	6	7
Date of Birth	20.12.1950	14.01.1951	07.09.1946	19.01.1986
Brief Profile	Mr. Shyam Kishore Lal has 38 years of experience in management cadre in various banks of State Bank of India Group. He has vast exposure to Credit, Industrial Rehabilitation, Treasury, Operations, Foreign Exchange, Commercial and International Banking and all related portfolios both at Corporate Office and Branch levels.	Mr. Ashok Shantilal Bhuta has rich experience spanning into nearly four decades and is engaged in practice in the field of accountancy and providing consultancy services related to corporate law matters, direct and indirect taxes, corporate governance, statutory and internal audit of numerous business houses and other entities.	Mr. Yash Jeet Basrar working as a Practicing Company Secretary since 1995 and has overall 39 years of experience in financial services, legal compliances and as corporate consultant. Mr. Basrar has worked in the office of Accountant General Central Revenue, New Delhi and as Auditor in Pay & Accounts office of the Ministry of Home Affairs.	Mr. Ankit Agarwal has over 11 years of experience in the field of Finance, Accounting, Process Enhancements, Liaising & Co-ordination as well as Research activities.
Expertise in specific functional areas	He holds a Bachelor Degree in Arts and also holds CAIIB Part I.	A Fellow member of the Institute of Chartered Accountants of India, since 1981 and having rich experience spanning into nearly four	He holds a Bachelors' Degree in Arts from Delhi University and a member of Institute of Company Secretaries of India since 1980. He is also former member of Institute of	He is a qualified Chartered Accountant and is a Fellow member of the Institute of Chartered Accountants of India.

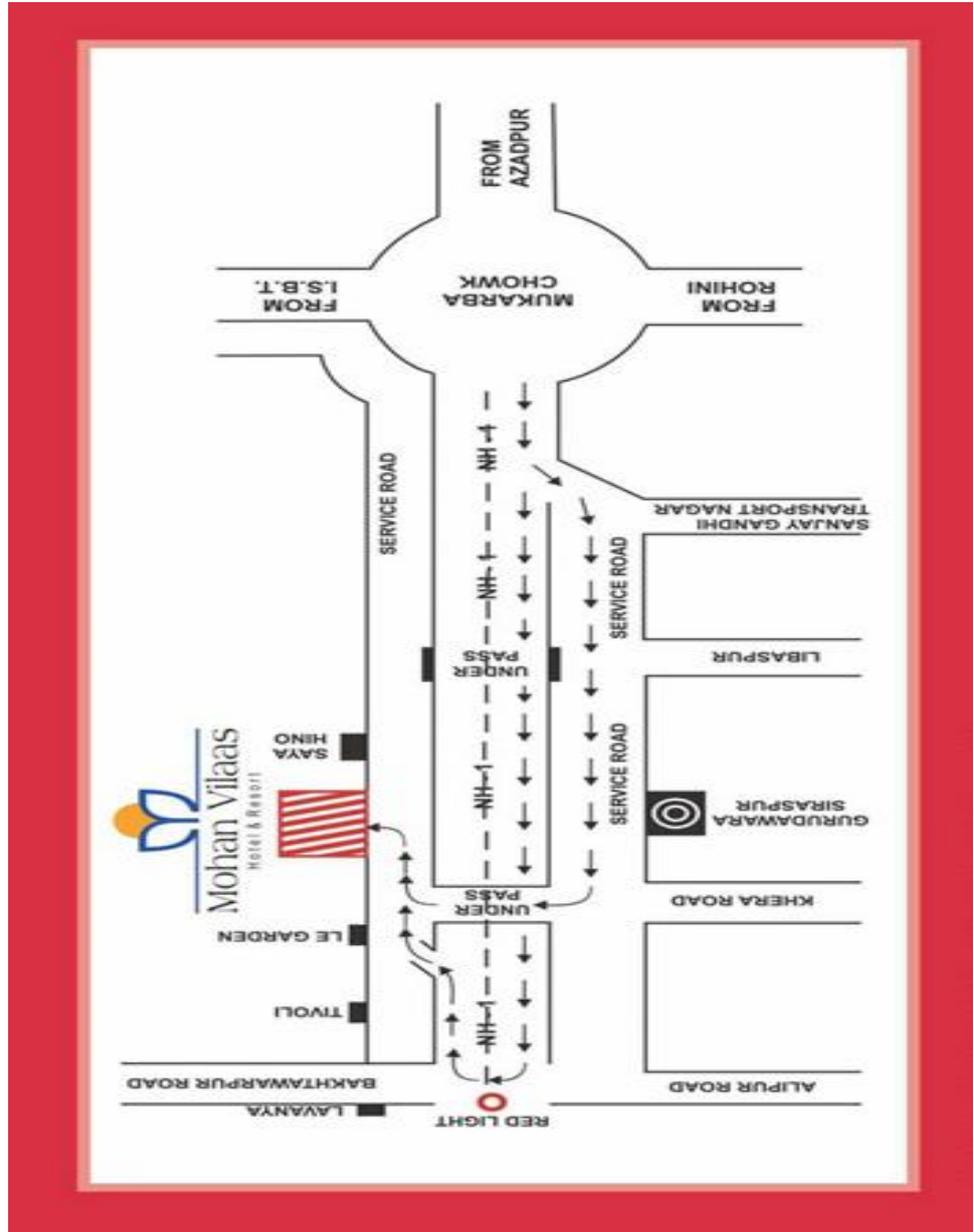
		decades.	Chartered Secretaries and Administrators (England).	
Qualifications	B.A, CAIIB Part I	B.Com, Fellow member of the Institute of Chartered Accountants of India	B.A, Fellow Member of Institute of Company Secretaries of India and ICOSA.	B.Com, Fellow member of the Institute of Chartered Accountants of India
Remuneration last drawn during f.y. 2018-19	NIL	NIL	NIL	Rs. 5,00,000
Number of Meetings of Board attending during the year	5	6	6	6
Directorships held in other Indian Public Limited Companies	N.A.	1.Alankit Assignments Limited 2.Alankit Finsec Limited	1.Alankit Assignments Limited 2. Indian Promoters Pvt Ltd 3.Alankit Technologies Limited 4.Europlus Financial Services Limited 5. Alankit Forex India Limited 6. Euro Global Brokers Limited 7. Altais Advisors Private Limited 8. Bhiwadi Plastics Private Limited 9.Verasys Technologies Private Limited	1.Europlus Financial Services Limited 2. Alankit Forex India Limited 3.Alankit Technologies Limited 4. Swift Impex Private Limited 5. Euro Global Brokers Limited 6.Verasys Technologies Private Limited
Relationship with any other Director inter-se and KMPs of the Company	None	None	None	Mr. Alok Kumar Agarwal, Director of Alankit Limited
Position held in other Indian Companies	NIL	Independent Director	Independent Director/Director	Director
No. of equity shares held in the Company	Nil	Nil	100 shares	40,00,000 shares

**DATE: 14.08.2019**

**PLACE: NEW DELHI**

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR ALANKIT LIMITED**

**MILLI MEHTA  
COMPANY SECRETARY**



**ALANKIT LIMITED**  
**CIN: L74900DL1989PLC036860**

*Regd. Office: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055*

**ATTENDENCE SLIP**  
**30<sup>TH</sup> ANNUAL GENERAL MEETING**

**DP Id\***  
**Client Id\***

**Folio No.**  
**No. of Shares:**

I hereby record my presence at the **30<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on Saturday, the 28<sup>th</sup> day of September, 2019, at Mohan Vilaas, Main GT Karnal Road, Delhi-110033 at 10.00 a.m.

**Name:**

**Address:**

.....

Member's Folio/DP ID- Client ID no.    Member's/Proxy's name in Block Letters    Member's/Proxy's Signature

**Note:**

1. Please complete the folio/DP ID-Client ID NO. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for 2019 and notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of the Attendance Slip.
3. Physical copy of the Annual Report for 2019 and Notice of the Annual General Meeting along with copy of Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

ALANKIT LIMITED  
 CIN:L74900DL1989PLC036860  
 Regd. Office: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055

**E-VOTING PARTICULARS**

<b>EVEN (E-voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

Note : Please read instructions given at Note no. 14 of the Notice of the 30<sup>th</sup> Annual General Meeting carefully before voting electronically.

**ALANKIT LIMITED**

CIN: L74900DL1989PLC036860

Regd. Office: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055

**PROXY FORM**

Name of the member(s):  
Registered Address:

e-mail Id:  
Folio No/\*Client Id:  
DP Id:

I/~~We~~ ..... being the member(s) of **Alankit Limited**, hereby appoint Mr./Ms \_\_\_\_\_ of \_\_\_\_\_ or failing him/her Mr./Ms. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ and whose signature(s) are appended below as my ~~our~~ Proxy to attend and vote (on poll) ~~for me / us~~ on my ~~our~~ behalf at the 30<sup>th</sup> **ANNUAL GENERAL MEETING** of the Company, to be held on Saturday, the 28<sup>th</sup> day of September, 2019, at Mohan Vilaas, Main GT Karnal Road, Delhi-110036 at 10 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Optional*	
	For	Against
<b>Ordinary Business</b>		
1. Adoption of Standalone and Consolidated Financial Statements for the year ended 31 <sup>st</sup> March, 2019 together with the report of the Board of Directors and Auditors thereon.		
2. Re-appointment of Mr. Alok Kumar Agarwal as Director, who retires by rotation and being eligible offers himself for re-appointment.		
3. Re-appointment of statutory Auditors and fix their remuneration.		
<b>Special Business</b>		
4. Re-appointment of Mr. Shyam Kishore Lal as a Non-Executive Independent Director to hold office for a second term		
5. Re-appointment of Mr. Ashok Shantilal Bhuta as a Non-Executive Independent Director to hold office for a second term		
6. Re-appointment of Mr. Yash Jeet Basrar as a Non-Executive Independent Director to hold office for a second term		
7. Re-appointment of Mr. Ankit Agarwal as a Managing Director of the Company for the further period of five years		
8. Alteration in Articles of Association of the Company		
9. Approval of Related Party Transaction to be entered with Group Companies		
10. Alteration in Objects Clause of Memorandum of Association of the Company		

**Signature of Shareholder** :

**Signature of Proxy Holder** :

**Date** :

Affix Revenue Stamp
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**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hrs before the commencement of the Meeting.
- Proxy need not be a member of the Company.
- For the resolutions, Explanatory Statement and Notes, please refer to the Notice.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicated. If you leave the column blank, your proxy will be entitled to vote in the manner as he/she thinks fit.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- Please complete all details including details of the member(s) in above box before submission.