

## **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

---

**NOTICE IS HEREBY GIVEN THAT THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ALANKIT LIMITED WILL BE HELD ON SATURDAY, 29<sup>TH</sup> DAY OF AUGUST, 2020 AT 12.30 P.M., INDIAN STANDARD TIME ("IST"), THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS ("VC/OAVM") FACILITY TO TRANSACT FOLLOWING BUSINESS:**

---

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the standalone and consolidated Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020 including audited Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement for the year ended 31.03.2020 and the Reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mrs. Preeti Chadha (DIN: 06901521), who retires by rotation and being eligible, offers herself for re-appointment.
3. To declare final dividend of Re. 0.20/-per Equity share of face value of Re. 1.00 each for the financial year ended 31st March, 2020.

### **SPECIAL BUSINESS**

#### **4. Appointment of Mrs. Meera Lal as Non-Executive Woman Independent Director**

To consider the appointment of Mrs. Meera Lal as a Non-Executive Woman Independent Director on the Board of the Company and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modification(s):

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and subject to such other requisite approvals as may be required in this regard, Mrs. Meera Lal (holding DIN 08689247), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Meera Lal as a candidate for the office of Non-Executive Woman Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director to hold office for a period of 5 (Five) consecutive years upto the conclusion of the 36<sup>th</sup> Annual General Meeting (AGM) of the Company.

**RESOLVED FURTHER THAT** Mr. Ankit Agarwal, Managing Director of the Company 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."

#### 5. 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** 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 01.10.2020, up to maximum total value of all company's transactions as appended in table below:

S. No.	Name of the Related Party	Relationship	Maximum total Value of all company's transactions with effect from 01.10.2020 till 30.09.2021 (Rs. in Crores)
1.	Alankit Assignments Limited	Group Company	Rs. 500 Crores
2.	Alankit Finsec Limited	Group Company	
3.	Pratishtha Images Private Limited	Group Company	
4.	Swift Impex Private Limited	Group Company	
5.	Alankit Imaginations Limited	Wholly Owned Subsidiary	
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	Wholly owned Subsidiary	
10.	Alankit Insurance TPA Limited	Group Company	
11.	Alankit Global Resources DMCC	Group Company	

12.	Alankit Management Consultancy	Group Company	
13.	Alankit Forex India Limited	Wholly owned Subsidiary	
14.	Alankit Technologies Limited	Wholly owned Subsidiary	
15.	Verasys Technologies Private Limited	Subsidiary	
16.	Kuber Recycle Projects Private Limited	Group Company	

**RESOLVED THAT** Mr. Ankit Agarwal, Managing Director be and is 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 the prescribed limit i.e. Rs. 500 crores (Rupees Five Hundred Crores) per annum as mentioned above.”

**6. To increase borrowing powers of the board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013**

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution),to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 500 crores (Rupees Five Hundred Crores only) for the Company alone, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being

exercising the powers conferred on the Board by this Resolution), to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs 500 crores (Rupees Five Hundred Crores only).

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**7. To increase the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate**

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 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 200 Crores (Rupees Two Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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

**KHUSHBOO ARORA  
COMPANY SECRETARY**

**DATE: 23.07.2020  
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 being considered unavoidable to be transacted at the 31<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 23.08.2020 to 29.08.2020 (both days inclusive) for the purpose of Annual General Meeting and for determining entitlement of the shareholders to the final dividend for the year 2019-20.
3. **General instructions for accessing and participating in the 31st AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting**
  - a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 31st AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company i.e. 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055.

- b. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 31<sup>st</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 31<sup>st</sup> AGM through VC/OAVM Facility and e-Voting during the 31<sup>st</sup> AGM.
- c. In line with the MCA Circulars and SEBI Circular, the Notice of the 31<sup>st</sup> AGM will be available on the website of the Company [www.alankit.in](http://www.alankit.in) on the website of BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also available on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com)
- d. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- e. **Central Depository Services (India) Limited (“CDSL”)** will be providing facility for voting through remote e-Voting, for participation in the 31<sup>st</sup> AGM through VC/OAVM Facility and e-Voting during the 31<sup>st</sup> AGM.
- f. Members may join the 31<sup>st</sup> AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 12.00 noon IST i.e. 30 minutes before the time scheduled to start the 31<sup>st</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 31<sup>st</sup> AGM.
- g. Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of at least 1,000 Members on a on a first-come-first-served basis. The large shareholders (i.e. 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. can attend the 31<sup>st</sup> AGM without any restriction on account of first-come-first-served principle.
- h. Attendance of the Members participating in the 31<sup>st</sup> AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- i. 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 31<sup>st</sup> AGM and facility for those Members participating in the 31<sup>st</sup> AGM to cast vote through e-Voting system during the 31<sup>st</sup> AGM.

4. Corporate members intending to send their Authorised Representatives to attend and vote in the meeting to be held through video conferencing are requested to share with the Company for Authorization a certified true copy of the board resolution through electronic mode, power of attorney or such other valid authorization, authorizing him/her to attend and vote in the meeting to be held through video conferencing and any one of the photo identity proofs (viz. Driving License, PAN Card, Election Card, Passport or any other valid proof).
5. 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.
6. 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.
7. Notice of the AGM and the Annual Report for the Financial Year 2019-20 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.
8. Members may also note that the Notice of the 31<sup>ST</sup> Annual General Meeting and the Annual Report for F.Y. 2019-20 will also be available on the Company's website [www.alankit.in](http://www.alankit.in) for their download. For any communication, the shareholders may also send requests to the Company's investor email id: [investor@alankit.in](mailto:investor@alankit.in).
9. 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 in the Meeting to be held through video conferencing.
10. All share and dividend related correspondence may be sent to RTA at the following address:  
**ALANKIT ASSIGNMENTS LIMITED**  
4E/2, 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.
11. 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.
12. 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.

### 13. 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 31<sup>st</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 **Central Depository Services (India) Limited (“CDSL”)**.

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 CDSL [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) Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
  - (ii) Launch internet browser by typing the following URL: [www.evotingindia.com](http://www.evotingindia.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 “EVSN” 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@cdslindia.com](mailto:evoting@cdslindia.com)
- B. 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.evotingindia.com](http://www.evotingindia.com)
- C. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- D. 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).
- E. The e-voting period commences on 26.08.2020 (10.00 am) and ends on 28.08.2020 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22.08.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- F. 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. 22.08.2020.
- G. **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.
- H. 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.
- I. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositors 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.
- J. 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.
- K. 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 CDSL 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. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:**

- a. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 31st AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company [investor@alankit.com](mailto:investor@alankit.com).
- b. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company [investor@alankit.com](mailto:investor@alankit.com).

**15. Instructions for Members for participating in the 31st AGM through VC/OAVM are as under:**

- a. Members will be able to attend the 31st AGM through VC/OAVM Facility through the CDSL e-Voting system at [www.evotingindia.com](http://www.evotingindia.com) under shareholders login by using the remote e-Voting credentials and selecting the EVSN for the Company's 31st AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice of the 31st AGM to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of CDSL.
- b. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- c. Please note that Members connecting from mobile devices or tablets or through laptops etc 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.
- d. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 31st AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address [investor@alankit.com](mailto:investor@alankit.com) at least 48 hours in advance before the start of the meeting i.e. by 27.08.2020 by 12:30 p.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- e. Members, who would like to ask questions during the 31st AGM with regard to the financial statements or any other matter to be placed at the 31st AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email

address [investor@alankit.com](mailto:investor@alankit.com) at least 48 hours in advance before the start of the 31st AGM i.e. by 27.08.2020 by 12:30 p.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 31st AGM, depending upon the availability of time.

- f. Institutional Investors who are Members of the Company are encouraged to attend and vote in the 31st AGM through VC/OAVM Facility.
16. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 31st AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for year 2019-20, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 31st AGM and the Annual Report for the year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
    - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address [investor@alankit.com](mailto:investor@alankit.com)
    - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
  17. The Notice of the 31st AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for the year 2019-20, will be available on the website of the Company at [www.alankit.in](http://www.alankit.in). The Notice of 31st AGM will also be available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
  18. The Board of Directors has recommended Final Dividend of Re. 0.20/- per Equity Share of Rs. 1/- each for the year ended 31st March, 2020 that is proposed to be paid subject to the approval of the shareholders at the 31st AGM.
  19. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at [investor@alankit.com](mailto:investor@alankit.com)
  20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

21. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
22. Electronic copy of all the documents referred to in the accompanying Notice of the 31st AGM and the Explanatory Statement shall be available for inspection in the Investor Corner Section on of the website of the Company at [www.alankit.in](http://www.alankit.in).
23. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 61st AGM, forms integral part of the Notice of the 61st AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

**I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)**

**ITEM NO. 4**

Mrs. Meera Lal, born in 1952 is M.A. (Economics). She is also a research advisor for PHD Students, Central University, Ranchi, Co-Supervisor of PHD Students, Osmania University, Hyderabad and having rich experience of 40 years in Teaching, Research and Development and Management.

She is currently working as Professor of Economics, St. Xavier’s College, PG Department of Economics, Ranchi University, Jharkhand. She is having teaching experience at BITS-Pilani, Hyderabad campus, Delhi University, St. Xavier’s College, Post Graduate, Ranchi and Management Institute, Hyderabad and Patiala in Punjab, India.

She is also a Prolific Writer in both International and National Journal. She is also a Life Member of Indian Economic Association, Indian Society of Labour Economics, Giri Institute of Labour, Noida, Research Development Association, Jaipur, IFMR Research Centre for Micro Finance.

Mrs. Meera Lal has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Mrs. Meera Lal fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her appointment as an Independent Non-Executive Director of the Company and is independent of the management.

Mrs. Meeral Lal is presently not holding any Directorships in other Companies. Mrs Meera Lal is also the member of the Risk Management Committee.

Mrs. Meera Lal is not related in any capacity whether directly or indirectly with any other Director, Manager and Key Managerial Personnel (KMP) of the Company.

Mrs. Meera Lal does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

The Board considers that her association would be of immense benefit to the Company, the approval of members by way of resolution is being sought to appoint Mrs. Meera Lal as a Non-Executive Woman Independent Director of the Company for a period of 5 (Five) Years upto the conclusion of the 36<sup>th</sup> Annual General Meeting (AGM) of the Company in terms of the provisions of Section 149 of the Companies Act, 2013. Accordingly, the Board recommends the resolution as set out at Item No. 04 of the Notice in relation to appointment of Mrs. Meera Lal as a Non-Executive Woman Independent Director, for the approval by the members of the Company.

Except Mrs. Meera Lal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 04 of the Notice.

**ITEM NO. 5**

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 total Value of all company's transactions with effect from 01.10.2020 till 30.09.2021 (Rs. in Crores)	Nature and Material Terms/ Particulars of the contract or arrangement
1.	Alankit Assignments Limited	Group Company	Rs. 500 crores	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	Wholly owned Subsidiary		
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	Wholly owned Subsidiary		
10.	Alankit Insurance TPA Limited	Group Company		
11.	Alankit Global Resources DMCC	Group Company		
12.	Alankit Management Consultancy	Group Company		
13.	Alankit Forex India Limited	Wholly owned Subsidiary		
14.	Verasys Technologies Private Limited	Subsidiary		
15.	Alankit Technologies Limited	Wholly owned Subsidiary		
16.	Kuber Recycle Projects Private Limited	Group Company		

The above contracts/ arrangements/ transactions were approved by the Audit Committee at its meeting held on 23<sup>rd</sup> July, 2020 and recommended by the Board of Directors at its meeting held on 23<sup>rd</sup> July, 2020 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. 6**

Keeping in view the Alankit Limited existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to Rs. 500 crores for the Company.

Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further, Section 180(1) (a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed to be increased to Rs. 500 crores.

Hence, the Special Resolution at Item No.6 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1) (a) & 180(1) (c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 6 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

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

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

Hence, the Special Resolution at Item No.7 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act. The Directors recommend the Special Resolution as set out at Item No. 7 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

**II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:**

**Re-appointment of Mrs. Preeti Chadha (DIN: 06901521) as a Director (Item No. 3)**

In terms of Section 152(6) of the Act, Mrs. Preeti Chadha shall retire by rotation at the forthcoming AGM and being eligible offers herself for re-appointment.

She has more than 6 years of experience in Corporate laws and allied matters, Corporate Governance, Due Diligence and SEBI (LODR) Regulation, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

Mrs. Preeti Chadha is also the member of the Audit Committee, Stakeholder Relationship Committee and the Management Committee of the Board.

Mrs. Preeti Chadha is not related in any capacity whether directly or indirectly with any other Director, Manager and Key Managerial Personnel (KMP) of the Company. Upon her re-appointment as a director, Mrs. Preeti Chadha shall continue to hold office as a Director designated as Director of the Company. Accordingly, the Board recommends her re-appointment.

Mrs. Preeti Chadha does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Mrs. Preeti Chadha is not a Director in any other Company. Except Mrs. Preeti Chadha, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of 31<sup>st</sup> AGM. She has attended all the Board Meetings (7) of the Company held during the year 2019-20.

**Appointment of Mrs. Meera Lal as Non-Executive Woman Independent Director (Item No. 4)**

For the details of Mrs. Meera Lal, please refer to the above Explanatory Statement in respect of the Special Business set out at Item No. 4 of the accompanying Notice of 31<sup>st</sup> AGM pursuant to Section 102 of the Act.

**BY ORDER OF THE BOARD OF DIRECTORS**

**FOR ALANKIT LIMITED**

**DATE: 23.07.2020  
PLACE: NEW DELHI**

**KHUSHBOO ARORA  
COMPANY SECRETARY**