



ALANKIT LIMITED

(Formerly known as Euro Finmart Limited)

Registered Office: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055
Corporate Identification Number (CIN): L74900DL1989PLC036860
Phone: 011-41540028; Email: investor@alankit.com

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given to the members of Alankit Limited (formerly known as Euro Finmart Limited) ('the Company') pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that Company seeks approval of members, via Postal Ballot for the item no. 1&2:

1. To amend the Articles of Association for the insertion of clause- Chairman Emeritus.
2. To consider and approve the Related Party Transactions.

Members' consent is sought for the proposals contained in the Resolutions given in this Notice. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form.

The Company has appointed Mr. Ashok Kumar Juneja, Practicing Advocate, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before 3rd April, 2016. Members may choose to vote using the **e-voting facility**, the details whereof are specified under the notes hereto.

The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 6th April, 2016 at the Registered Office. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.alankit.in and shall be communicated to the stock exchanges where the Company's shares are listed.

Item No. 1

To amend the Articles of Association to insert the clause for Chairman Emeritus:

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 the Articles of Association of the Company be and are hereby altered as under, by inserting the following Article as 75A after the present Article 75 of the Articles of Association of the Company:

- (1) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.
- (2) The Chairman Emeritus shall hold office until he resigns his office or a special resolution to that effect is passed by the members in a general meeting.
- (3) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.
- (4) The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.
- (5) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.
- (6) If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus."

"RESOLVED FURTHER THAT Mr. Ankit Agarwal, Managing Director and Ms. Preeti Puri, Whole Time Director be and are hereby authorized jointly or severally to file all relevant forms, returns and other necessary documents to concerned Registrar of Companies, Stock Exchanges and any other authority regarding the alteration of Articles of the company."

Item No. 2

To consider and approve the Related Party Transactions:

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

“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 Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for entering into the following proposed Related Party Transactions with respect to rendering of services by Alankit Limited with effect from 1st April, 2016 and every year thereafter, 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 1st April, 2016 (Rs. in Crores)
1.	Alankit Assignments Limited	Group Company	200.00*
2.	Alankit Finsec Limited	Group Company	
3.	Alankit Life Care Limited	Group Company	
4.	Pratishtha Images Private Limited	Group Company	
5.	Alankit Global Resources DMCC	Group Company	
6.	Alankit Imaginations Limited	Group Company	

*Expected total maximum annual value of transaction over the next four years.

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. 200 crores as mentioned above.”

Date : 23rd February, 2016

Place : New Delhi

**By order of the Board of Directors
For Alankit Limited**

Preeti Puri

Whole Time Director & Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. The Board of Directors of the Company has appointed Mr. Ashok Kumar Juneja, Practicing Advocate as the Scrutinizer for conducting the Postal Ballot / E-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
3. The notice is being sent to all the Members, whose names appeared in the Register of Members/record of Depositories as on 23.02.2016. Voting rights shall be reckoned on the paid up value of the shares registered in the name of Members as on that date.

Voting through physical Postal Ballot Form:

4. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed pre-paid postage envelop to the Scrutinizer. However, Postal Ballot Form, if deposited in person or sent by courier or by Registered Post at the expenses of the member will also be accepted. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than close of working hours i.e. 6.00 p.m. on 3rd April, 2016. Postal Ballot Form received after this date will be treated as if no reply from the member has been received.
5. The members who have not received the postal ballot forms may send an e-mail at investor@alankit.com for obtaining duplicate thereof.

Voting through electronic means:

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and in terms of Clause 35B of the Listing Agreement, a member of the company, holding shares either in physical form or in dematerialized form, may exercise his right to vote by electronic means (e-voting) in respect of the resolution contained in this

notice. Accordingly, the Company is providing e-voting facility, as an alternate, to its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The Company has engaged the services of National Securities Depository Ltd. (NSDL) as the Authorized Agency to provide e-voting facilities.

The procedure and instructions for e-voting 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 ashokjuneja@gmail.com with a copy marked to investor@alankit.com
 - B. In case a Member receives physical copy of the Postal Ballot Notice [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 Postal Ballot : 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.
 - 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 **04.03.2016 (10:00 a.m.) and ends on 03.04.2016 (6:00 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. 23.02.2016, 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.
7. Kindly note that the members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot also and vice versa. However, in case members cast their vote both via physical ballot and e-voting, then voting done by e-voting shall prevail and voting done through physical ballot will be ignored.
 8. The Postal Ballot Notice will also be available on the Company's website **www.alankit.net**. The physical copies of the documents referred in this Notice will also be available at the Company's Registered Office for inspection by any shareholder between 11:00 a.m. to 2:00 p.m. on all working days (excepts Saturdays, Sundays & Public Holidays) up to 6th April, 2016.
 9. The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting) on or before the close of working hours i.e. 6.00 p.m. on 05.04.2016. The result of postal ballot

shall be declared on or before 4.00 p.m. on 6th April, 2016. The result of postal ballot (including e-voting), along with the Scrutinizer's Report thereon shall be placed on the Company's website (www.alankit.in), NSDL website and be communicated to the Stock Exchanges where the shares of the Company are listed.

10. The date of declaration of postal ballot result will be taken to be the date of passing of the special resolution subject to the receipt of requisite number of votes in favour of the resolution.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1:

Under Section 14 of the Companies Act, 2013 ("Act"), the Board of Directors of a company cannot, except with the consent of the members in general meeting by a special resolution, amend the Articles of Association of the Company.

It is proposed to insert new Article 75A in the Articles of Association after the existing Article 75 so as to include provision relating to appointment of any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as Chairman Emeritus on the terms mentioned therein. Your Directors recommend to pass this resolution as Special Resolution. None of the Directors are concerned or interested in this resolution.

Item No 2:

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 revised Clause 49 of the Listing Agreement which has come into operation with effect from October 1, 2014 has also prescribed seeking of member's approval for material 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 revised Clause 49 of the Equity Listing Agreement, the following contracts/ agreements/ transactions are 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 1st April, 2016 (Rs. Crores)	Nature and Material Terms/ Particulars of the contract or arrangement
1.	Alankit Assignments Limited	Group Company	200.00*	To enter into agreement related to rent, lease, sale or purchase of property and securities, providing services, sharing of common expenditure and inter corporate investment.
2.	Alankit Finsec Limited	Group Company		
3.	Alankit Life Care Limited	Group Company		
4.	Pratishtha Images Private Limited	Group Company		
5.	Alankit Global Resources DMCC	Group Company		
6.	Alankit Imaginations Limited	Group Company		

*Expected total maximum annual value of transaction over the next four years.

The above contracts/ arrangements/ transactions were approved by the Audit Committee at its meeting held on 23rd February, 2016 and recommended by the Board of Directors to the unrelated members of the Company for their approval.

As per clause 49 (VII)(E) of the Listing Agreement, 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.

Date : 23rd February, 2016

Place : New Delhi

**By order of the Board of Directors
For Alankit Limited**

**Preeti Puri
Whole Time Director & Company Secretary**