



## **ALANKIT LIMITED**

**Registered Office:** 205-208, Anarkali Complex,  
Jhandewalan Extension, New Delhi-110055  
**Email ID:** [investor@alankit.com](mailto:investor@alankit.com) ; **Tel:** 011-42541904  
**CIN:** L74900DL1989PLC036860

### **NOTICE**

Notice is hereby given that an Extra-ordinary General Meeting of the Members of Alankit Limited will be held on Wednesday, 28 December, 2022 at 03:30 p.m. through video conferencing ('VC') or other audio-visual means ('OAVM'), to transact the following special business:

### **SPECIAL BUSINESS**

- 1. Appointment of M/s. Nemani Garg Agarwal & Co. Chartered Accountants (FRN: 010192N), as the Statutory Auditors of the Company to fill in the casual vacancy caused by resignation of M/s. B K Shroff & Co. Chartered Accountants**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** subject to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactments thereof, for the time being in force], M/s. Nemani Garg Agarwal & Co, Chartered Accountants (FRN: 010192N), be and are hereby appointed as the Statutory Auditors of the Company w.e.f. 29th October, 2022 to hold the office till the conclusion of ensuing Annual General Meeting of the Company, to fill in the the casual vacancy caused due to the resignation of M/s. B K Shroff & Co, Chartered Accountants, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

- 2. Approval for Increase in the Authorised Share Capital of the Company**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], Articles of Association, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 20,00,00,000 Equity Shares of Re. 1.00/- each to Rs. 26,00,00,000/- (Rupees Twenty Six Crores Only) divided into 26,00,00,000 Equity Shares of Re. 1.00/- each ranking pari passu with the existing equity shares in the Company.

**RESOLVED FURTHER THAT** the Board of Directors [which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution] of the Company be and is hereby authorised to do all such acts, deeds matters, things and take all such steps as may be necessary, proper, expedient or desirable for the

purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

### **3. Alteration in the Capital Clause of Memorandum of Association**

To consider and if thought fit, to pass 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 and Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], consent of the Members of the Company be and is hereby accorded for altering Clause V of the Memorandum of Association of the Company with the following clause:

V "The Authorized Share Capital of the Company is Rs. 26,00,00,000/- (Rupees Twenty Six Crores Only) divided into 26,00,00,000 Equity Shares of Re. 1.00/- each.

**RESOLVED FURTHER THAT** the Board of Directors [which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution] of the Company be and is hereby authorised to do all such acts, deeds matters, things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

### **4. Issue of Equity Shares on Preferential Basis pursuant to conversion of loans**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ['SEBI (ICDR) Regulations'], the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended, as may be applicable, other applicable rules, notifications, guidelines, regulations issued by various authorities including but not limited to Government of India, Securities and Exchange Board of India ("SEBI"), Reserve Bank of India, and any other competent authorities and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any statutory/regulatory authorities, Stock Exchange(s), SEBI, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include Management Committee which the Board have constituted to exercise its power including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on preferential basis, in one or more tranches, up to maximum of 8,16,00,000 Equity Shares of Face value of Re. 1/- (Rupee One Each), at an issue price of Rs. 12.50 (Rupees Twelve and Fifty Paise Only) per Equity Share (including share premium of Rs. 11.50 per Equity Share) calculated on the Relevant Date, for not exceeding Rs. 105 Crores (Rupees One Hundred and Five Crores Only) upon the conversion of unsecured loans to the following:

Sl. No.	Name of Proposed Allottees	No. of Equity Shares proposed to be allotted
1.	Alankit Finsec Limited	3,84,00,000
2.	Shree Gajraj Finlease Private Limited	4,32,00,000
<b>Total</b>		<b>8,16,00,000</b>

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI (ICDR) Regulations, the 'relevant date' for the purpose of determination of the price of Equity Share to be issued and allotted as above is Monday, 28 November, 2022.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the names of the proposed allottees be recorded for the issue of invitation to subscribe to the Equity Shares and the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include Management Committee, which the Board have constituted to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to issue a Private Placement Offer cum Application Letter in Form PAS-4 to the proposed allottees inviting them to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** the Equity Shares to be allotted in terms of this Resolution shall rank pari passu in all respects (including entitlement to voting powers and dividend) with the existing fully paid-up Equity Shares of the Company and shall be subject to the relevant provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the allottees in dematerialized form within a period of 15 (fifteen) days from the date of passing of this Resolution, provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter V of the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution and for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges, the Board be and is hereby authorised to take all steps and to perform and execute all such acts, matters, deeds and things as they may consider necessary, expedient, usual or proper including appointing advisors, consultants, accountants, auditors, attorneys, advocates, consultant firms or any other agencies, executing necessary documents and entering into contracts, arrangements, agreements, documents, filing such forms with and providing such information to the Governmental Authorities, making such disclosures to the Stock Exchanges and issuing advertisements and announcements, affixing the common seal of the Company in accordance with the Articles of Association of the Company on such documents and papers, approving all expenses and payments in relation to the foregoing and furnishing certified true copies of this resolution, as may be required or they deem necessary to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto."

## 5. Issue of Equity Shares on Preferential Basis pursuant on cash basis

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended [‘SEBI (ICDR) Regulations’], the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended, as may be applicable, other applicable rules, notifications, guidelines, regulations issued by various authorities including but not limited to Government of India, Securities and Exchange Board of India(“SEBI”), Reserve Bank of India, and any other competent authorities and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any statutory/regulatory authorities, Stock Exchange(s), SEBI, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include Management Committee which the Board have constituted to exercise its power including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on preferential basis, in one or more tranches, up to maximum of 2,88,00,000 Equity Shares of Face value of Re. 1/- (Rupee One Each), at an issue price of Rs. 12.50 (Rupees Twelve and Fifty Paise Only) per Equity Share (including share premium of Rs. 11.50 per Equity Share)calculated on the Relevant Date, for not exceeding Rs. 36 Crores (Rupees Thirty Six Crores Only) to the following:

Sl. No.	Name of Proposed Allottees	No. of Equity Shares proposed to be allotted
1	IFL Enterprises Limited	72,00,000
2	Balmukund Tradelink Private Limited	36,00,000
3	Shah Vishal Manojbhai	16,00,000
4	Dolly Vishal Shah	16,00,000
5	Sweta Maulikkumar Shah	16,00,000
6	Maulik Rajendrabhai Shah	16,00,000
7	Dolar Kirit Shah	8,00,000
8	Shah Meghna Dollar Bhai	8,00,000
9	Sekhani Asif Amin	16,00,000
10	Hardik Jyendrabhai Shah	8,00,000
11	Ilaben Jyendrabhai Shah	8,00,000
12	Rima Rasily	16,00,000
13	Bikash Rasily	16,00,000
14	Someshwara Tradelink Private Limited	36,00,000
<b>Total</b>		<b>2,88,00,000</b>

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI (ICDR) Regulations, the ‘relevant date’ for the purpose of determination of the price of Equity Share to be issued and allotted as above is Monday, 28 November, 2022.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the names of the proposed allottees be recorded for the issue of invitation to subscribe to the Equity Shares and the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include Management Committee, which the Board have constituted to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to issue a Private Placement Offer cum Application Letter in Form PAS-4 to the proposed allottees inviting them to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** the Equity Shares to be allotted in terms of this Resolution shall rank pari passu in all respects (including entitlement to voting powers and dividend) with the existing fully paid-up Equity Shares of the Company and shall be subject to the relevant provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the allottees in dematerialized form within a period of 15 (fifteen) days from the date of passing of this Resolution, provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter V of the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution and for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges, the Board be and is hereby authorised to take all steps and to perform and execute all such acts, matters, deeds and things as they may consider necessary, expedient, usual or proper including appointing advisors, consultants, accountants, auditors, attorneys, advocates, consultant firms or any other agencies, executing necessary documents and entering into contracts, arrangements, agreements, documents, filing such forms with and providing such information to the Governmental Authorities, making such disclosures to the Stock Exchanges and issuing advertisements and announcements, affixing the common seal of the Company in accordance with the Articles of Association of the Company on such documents and papers, approving all expenses and payments in relation to the foregoing and furnishing certified true copies of this resolution, as may be required or they deem necessary to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto."

**6. Approval for increasing the borrowing powers under Section 180(1)(c) of the Companies Act, 2013 and Creation of charges, mortgages, hypothecation, etc., on the properties, assets and undertakings of the Company under Section 180(1)(a) of the Companies Act, 2013**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company at their Annual General Meeting ('AGM') held on 29 August, 2020 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force and in accordance with the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include

Management Committee of the Board which the Board have constituted to exercise its power including the powers conferred by this resolution) to borrow any sum or sums of monies, as and when required, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be 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, its free reserves and securities premium, from 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, as may be deemed appropriate by the Board, provided that the total outstanding amount so borrowed shall not exceed the limit of Rs. 500 Crores (Rupees Five Hundred Crores Only) (both funded and non-funded) at any one point of time

**RESOLVED FURTHER THAT** in supersession of the earlier resolution passed by the members of the Company at their Annual General Meeting ('AGM') held on 29 August, 2020 and pursuant 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, and in accordance with the Articles of Association of the Company, 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 Management Committee of the Board which the Board have constituted to exercise its power including the powers conferred by this resolution) to create charge, pledge, mortgage, hypothecation, etc., in addition to the existing charges, pledges, mortgages, hypothecations, etc., on all or any part of the moveable or immovable, tangible and/or intangible properties of the Company, both present and future, and/or the whole or any part of the undertaking(s) of the Company, of every nature and kind whatsoever and/or creating a floating charge on all or any movable or immovable, tangible and/or intangible properties of the Company and/or the whole or any part of the undertaking(s) of the Company to or in favour of banks, financial institutions or any other lenders or debenture trustees or agents, to secure the amount borrowed/to be borrowed by the Company or any third party, by way of loan(s) (in foreign currency and/or rupee currency) and/or securities or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments, issued/to be issued by the Company, from time to time, for the due payment of the amount borrowed and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 500 Crores (Rupees Five Hundred Crores Only) at any point of time.

**RESOLVED FURTHER THAT** the Board of Directors [which term shall include Management Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution] be and is hereby authorised severally or jointly to do all such acts, deeds matters, things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

**7. To Approve threshold of loans/guarantees, providing of securities and making of investments in securities**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** in supersession of the earlier resolution passed by the Shareholders of the Company at their Annual General Meeting ('AGM') held on 29 August, 2020 and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013,



read with the Companies (Meetings of Board and its Powers) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and subject to necessary approvals, if required, consent of the members of the Company be and is hereby accorded to the Board for i) giving loans to any person or other body corporate; ii) giving of guarantee or providing security in connection with a loan to any other body corporate or person; and iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate upto an amount, the aggregate outstanding of which should not, at any time, exceed Rs. 200 Crore (Rupees Two Hundred Crore Only) exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more."

**RESOLVED FURTHER THAT** the Board of Directors [which term shall include Management Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution] be and is hereby authorised severally or jointly to do all such acts, deeds matters, things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

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

Sd/-  
**SUCHITA KABRA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

**Place:** New Delhi

**Date:** 29 November, 2022

## NOTES

1. In view of the ongoing outbreak of the novel coronavirus (COVID-19) pandemic, the Ministry of Corporate Affairs ('MCA') has, vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, permitted the companies to conduct General Meeting ('the Meeting') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, Extra-ordinary General Meeting ('EGM') of the Company is being held through VC/OAVM on Wednesday, 28 December, 2022 at 03:30 p.m. The deemed venue for the EGM will be the Registered Office of the Company.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the resolution(s) proposed to be transacted at the Meeting is annexed hereto.
3. **SINCE THIS EGM IS BEING HELD THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE EGM ARE NOT ANNEXED TO THIS NOTICE.**
4. In case of joint holders, the joint holder who is highest in the order of names will be entitled to vote.
5. Corporate Members/Trusts/Societies, etc., intending to vote through their authorised representatives are requested to send a duly certified scanned copy of the Board/Managing Committee Resolution (PDF/JPG Format), together with the specimen signature(s) of the representative(s) authorised under the said Resolution to vote on their behalf, to the Scrutinizer by e-mail to [nckhanna12@gmail.com](mailto:nckhanna12@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The facility for participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on a first-come-first-served basis as per the MCA Circulars. This will not include 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., who shall be allowed to attend the EGM without restriction on account of first-come-first-served basis. The Members can join the EGM through the VC/OAVM, 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the proceedings and participate at the EGM by logging into the National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



8. In accordance with the MCA circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May, 2022, this Notice of the EGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the EGM has been uploaded on the website of the Company at [www.alankit.in](http://www.alankit.in) under 'Investors' section and on the websites of the Stock Exchanges, i.e., BSE Limited and 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 NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. Members who have not registered their e-mail addresses so far, are requested to immediately notify/update their email address with their depository participant, in case the shares are held in dematerialized form and to the Registrar and Transfer Agent, in case the shares are held in physical form by providing the necessary details, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
11. Electronic copy of the Notice of EGM, inter-alia, indicating the process and manner of e-voting, are being sent to all Members whose e-mail IDs are registered with the Depository Participants/the Company's RTA for communication purposes.
12. Members whose names appear in the list of beneficial owners provided by Depositories/ Register of members as on the cut-off date will only be considered eligible for the purpose of e-voting. Persons, who become member of the Company after the cut-off date, should treat this notice only for information purpose and are not entitled to vote.
13. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the 'Cut-off date'.
14. Any person, who acquires shares of the Company and becomes Member of the Company after despatch of the Notice and holds shares as on the cut-off date, i.e., Friday, 16 December, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [suchitak@alankit.com](mailto:suchitak@alankit.com).
15. All documents referred to in the Explanatory Statement will be available for inspection electronically until the last date of voting, basis the request being sent by members at [suchitak@alankit.com](mailto:suchitak@alankit.com), mentioning their name, Client ID, DP ID and documents they wish to inspect, with a self-attested copy of their PAN Card attached to the e-mail.
16. N C Khanna, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the EGM, in a fair and transparent manner.

17. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting by use of e-voting for all those Members who are present during the EGM but have not cast their votes by availing the remote e-voting facility.
18. The Scrutinizer shall after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting and e-voting at the EGM, in the presence of at least two witnesses not in the employment of the Company, and shall make, not later than two working days or three days, whichever is earlier, of the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the Result of the voting forthwith.
19. The Results declared, along with the Report of the Scrutinizer, shall be placed on the website of the Company, [www.alankit.in](http://www.alankit.in), Notice Board(s) of the Company at its Registered Office as well as Corporate Office and on the website of NSDL immediately after the declaration of Result by the Chairman or a person authorised by him in writing. The Results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.
20. Voting through electronic means:
  - I. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.
  - II. The remote e-voting period begins on Sunday, 25 December, 2022 at 09:00 A.M., IST and ends on Tuesday, 27 December, 2022 at 05:00 P.M., IST. The remote e-voting module shall be disabled by NSDL for voting, thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date, i.e., Friday, 16 December, 2022, may cast their vote(s), electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 16 December, 2022.
  - III. The process and manner for remote e-voting are as under:

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote

through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="912 1655 1264 1859" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
    - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nckhanna12@gmail.com](mailto:nckhanna12@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [suchitak@alankit.com](mailto:suchitak@alankit.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [suchitak@alankit.com](mailto:suchitak@alankit.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**The instructions for Members for e-voting on the day of the EGM are as under:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**Instructions for members for attending the EGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request, mentioning their name, demat account number/folio number, e-mail ID, mobile number at suchitak@alankit.com, between Monday, 26 December, 2022 (9:00 a.m., IST) and Tuesday, 27 December, 2022 (5:00 p.m., IST).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at suchitak@alankit.com. The same will be replied by the company suitably.
7. Only those shareholders who have registered themselves as a speaker, as aforesaid, and who are a member of the Company, as on the cut-off date, i.e., Friday, 16 December, 2022, will be allowed to express their views/ask questions during the Meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of appropriate time for the EGM.



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

**For Item no. 1**

The Members of the Company at the 30th Annual General Meeting (“AGM”) held on 28<sup>th</sup> September, 2019 approved the appointment of M/s. B K Shroff & Co, Chartered Accountants (Firm Registration Number 302166E) as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company to be held in the year 2024.

M/s. B K Shroff & Co, Chartered Accountants, resigned from the office of Statutory Auditors of the Company due to professional pre-occupation with effect from 30<sup>th</sup> September, 2022, causing to casual vacancy.

The Board of Directors has, on the recommendation of the Audit Committee, at its meeting held on 29<sup>th</sup> October, 2022, proposed the appointment of M/s. Nemani Garg Agarwal & Co, Chartered Accountants (FRN: 010192N), as the Statutory Auditors of the Company, to hold the office till the conclusion of ensuing Annual General Meeting of the Company on such remuneration plus applicable taxes, re-imbursment of out-of-pocket expenses, etc., as may be mutually agreed upon by the Board of Directors of the Company and the Auditors.

The Audit Committee has taken into account the experience and expertise of the Auditors and recommended them to the Board for appointment. M/s. Nemani Garg Agarwal & Co, Chartered Accountants, is a leading Chartered Accountancy firm rendering comprehensive professional services which include Audit, Management Consultancy, Tax Consultancy, Accounting Services, Manpower Management, Secretarial Services, etc. The team consists of distinguished Chartered Accountants, Corporate Financial Advisors and Tax Consultants. The firm represents a combination of specialized skills, which are geared to offers sound financial advice and personalized proactive services. Those associated with the firm have regular interaction with industry and other professionals which enables the firm to keep pace with contemporary developments and to meet the needs of its clients.

M/s. Nemani Garg Agarwal & Co, Chartered Accountants, have confirmed that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

M/s. Nemani Garg Agarwal & Co, Chartered Accountants, has furnished their consent and has stated that their appointment, if made, shall be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Resolution as set out at Item No. 1 for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise (save and except to the extent of their shareholding in the Company, if any), in the Resolution as set out at Item No. 1 of the Notice.

## **For Item No. 2**

Pursuant to Section 61 of the Companies Act, 2013, "A limited company having a share capital may, if so authorised by its articles, alter its memorandum in its general meeting to: (a) increase its authorised share capital by such amount as it thinks expedient; (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares."

The Company with the objective to augment the long-term resources to finance its business operations and at the same time for financing working capital requirement for general corporate purposes is chalking down various fund raising options that involves issuance of Equity Shares which requires the Company to enhance its existing Authorised Share Capital base.

The Board of Directors of the Company at its Meeting held on 29 November, 2022, had approved the proposal of increasing the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 20,00,00,000 Equity Shares of Re. 1.00/- each to Rs. 26,00,00,000/- (Rupees Twenty Six Crores Only) divided into 26,00,00,000 Equity Shares of Re. 1.00/-, subject to the approval of the Members of the Company.

The Board recommends the Resolution as set out at Item No. 2 of the Notice for approval of the Members of the Company, to be passed as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise (save and except to the extent of their shareholding in the Company, if any), in the Resolution as set out at Item No. 2 of the Notice.

## **For Item No. 3**

The Board of Directors of the Company at its Meeting held on 29 November, 2022, had approved the proposal of increasing the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 20,00,00,000 Equity Shares of Re. 1.00/- each to Rs. 26,00,00,000/- (Rupees Twenty Six Crores Only) divided into 26,00,00,000 Equity Shares of Re. 1.00/-, subject to the approval of the Members of the Company.

In order to give effect to the increased Authorized Share Capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company is required to be altered:

V "The Authorized Share Capital of the Company is Rs. 26,00,00,000/- (Rupees Twenty Six Crores Only) divided into 26,00,00,000 Equity Shares of Re. 1.00/- each.

Pursuant to Section 13 of the Companies Act, 2013, "Save as provided in Section 61, a company may, by a special resolution and after complying with the procedure specified in this section, alter the provisions of its memorandum."

The Board recommends the Resolution as set out at Item No. 3 of the Notice for approval of the Members of the Company, to be passed as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise (save and except to the extent of their shareholding in the Company, if any), in the Resolution as set out at Item No. 3 of the Notice.

#### **For Item No. 4 & 5**

The Board of Directors at their meeting held on 29 November, 2022, on the basis of request letter received from the Lenders, has decided to convert an amount not exceeding upto Rs. 105 Crores (Rupees One Hundred and Five Crores Only) from outstanding loans amount due toward the unsecured loans of Lender on preferential basis into the Equity Shares of the Company, subject to approval of Members by way of Special Resolution and such other approvals as may be required under applicable laws, to the proposed allottees, as detailed in the Resolution as set out at Item No. 4 of the accompanying Notice, which the proposed allottees have agreed to subscribe.

In order to meet long term working capital requirements including regular capital expenditure requirements as well as for general corporate purpose of the Company , the Board of Directors at their meeting held on 29 November, 2022 has decided to issue Equity Shares on preferential basis upto an amount not exceeding Rs. 36 Crores (Rupees Thirty Six Crores Only), subject to approval of Members by way of Special Resolution and such other approvals as may be required under applicable laws, to the proposed allottees, as detailed in the Resolution as set out at Item No. 5 of the accompanying Notice, which the proposed allottees have agreed to subscribe.

The Company is listed on both National Stock Exchange of India Limited and BSE Limited. The offer and issue of the Equity Shares, by way of a preferential issue to the proposed allottees, is in accordance with the provisions of the Companies Act, 2013, Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be amended [“SEBI (ICDR) Regulations”] and rules and regulations framed thereunder and any other Rules / Regulations / Guidelines, if any, prescribed by any other regulatory authorities.

The other disclosures in accordance with the Companies Act, 2013, as amended, the SEBI (ICDR) Regulations and other applicable provisions of law, in relation to the Special Resolution set out at Item No. 4 & 5 of the accompanying Notice are as follows:

a) The objects of the preferential issue:

Item No. 4 - The Members are informed that the object of the issue of the Equity Shares by way of the proposed preferential offer is to convert an amount aggregating to not exceeding upto Rs. 105 Crores (Rupees One Hundred and Five Crores Only) from the outstanding amount of unsecured loans given to the Company at the request of the Lender. The Board of Directors of the Company have decided to convert unsecured loans into Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company which may increase net worth of the Company. The unsecured loan was used for business expansion and growth of loan portfolio of the Company.

The proposed conversion will help the company in increasing its capital base and reducing the debt exposure.

Item No. 5 - To meet long term working capital requirements including regular capital expenditure requirements as well as for general corporate purpose of the Company, the Company has proposed the Issue of Shares on Preferential Basis to selected person to meet its capital requirements in due course.

- b) Kind and total number of securities to be issued:  
11,04,00,000 Equity Shares of face value of Re. 1 each are proposed to be issued.
- c) Price of Equity Shares at which allotment is proposed:  
The price of the Equity Shares has been calculated in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations. The price of the Equity Shares arrived at is Rs. 12.50 per Equity Share (i.e. face value of Re. 1/- each and premium of Rs. 11.50 per Equity Share).
- d) Name and Address of the Valuer who has issued Certificate under Regulation 165 of the SEBI (ICDR) Regulations:  
Not Applicable
- e) Basis on which the price has been arrived at along with the report of the Registered Valuer:  
The Issue Price, in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, has been fixed at INR 12.50 per Equity Share, as per the Valuation Report of Mr. Subodh Kumar an Independent Registered Valuer.
- f) Relevant Date:  
The Relevant Date for the purpose of calculation of price of the Equity Shares is 28 November, 2022 being 30 days prior to the date of Annual General Meeting to be held in terms of SEBI (ICDR) Regulations.
- g) The name and class of persons to whom allotment is proposed to be made and the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

The name of the Proposed Allottees, Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of pre and post preferential issue capital that may be held by them is:

Sr. No	Name and PAN of the Proposed Allottees	Category	Pre allotment holding		No. of Equity Shares proposed to be allotted	Post allotment holding		Ultimate Beneficial Owners
			No. of Shares	% of holding		No. of Shares	% of holding	
1	Alankit Finsec Limited	Promoters	6,00,59,348	42.01	38400000	98459348	57.17	Note No. 1
2	Shree Gajraj Finlease Private Limited	Non Promoters	3823248	2.67	43200000	47023248	19.73	Note No. 2
3	IFL Enterrpises Limited	Non Promoters	0	0.00	7200000	7200000	2.84	-
4	Balmukund Tradelink Private Limited	Non Promoters	0	0.00	3600000	3600000	1.42	Note No. 3
5	Shah Vishal Manojbhai	Non Promoters	0	0.00	1600000	1600000	0.63	-
6	Dolly Vishal Shah	Non Promoters	0	0.00	1600000	1600000	0.63	-
7	Sweta Maulikkumar Shah	Non Promoters	0	0.00	1600000	1600000	0.63	-
8	Maulik Rajendrabhai	Non Promoters	0	0.00	1600000	1600000	0.63	-

	Shah							
9	Dolar Kirit Shah	Non Promoters	0	0.00	800000	800000	0.32	-
10	Shah Meghna Dollar Bhai	Non Promoters	0	0.00	800000	800000	0.32	-
11	Sekhani Asif Amin	Non Promoters	0	0.00	1600000	1600000	0.63	-
12	Hardik Jyendrabhai Shah	Non Promoters	0	0.00	800000	800000	0.32	-
13	Ilaben Jyendrabhai Shah	Non Promoters	0	0.00	800000	800000	0.32	-
14	Rima Rasily	Non Promoters	0	0.00	1600000	1600000	0.63	-
15	Bikash Rasily	Non Promoters	0	0.00	1600000	1600000	0.63	-
16	Someshwara Tradelink Private Limited	Non Promoters	0	0.00	3600000	3600000	1.42	Note No. 4

Notes:

1. Ms. Alka Agarwal, Ms. Sakshi Agarwal and Master Agastya Agarwal are the Ultimate Beneficial Owners.
2. Mr. Mahabir Prasad Gupta is the Ultimate Beneficial Owner.
3. Mr. Vaghela Ranjanben Jayantiben and Mrs. Jagrutiben Deepakbhai Parmar are the Ultimate Beneficial Owners.
4. Mr. Chauhan Yogesh and Mr. Himanshu Mohanbhai Modhak are the Ultimate Beneficial Owners.

h) Intention of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

The Promoter Group entities, viz., Alankit Finsec Limited, have proposed to subscribe to the Equity Shares of the Company under the preferential issue and the Company has received the letter of intent from them agreeing to subscribe to the offer. None of the other Promoters, Directors and Key Management Personnel of the Company intend to subscribe to the proposed offer.

i) Contribution being made by the Promoters or Directors either as part of the Offer or separately in furtherance of Objects:

Contribution being made by the Promoters or Directors as part of the Offer shall be the subscription money paid by them against the shares proposed to be allotted, as indicated in points (g) and (h) above. None of the Promoters or Directors are making any other contribution separately in furtherance of Objects of the Offer.

j) Principle terms of assets charged as securities:

None of the assets of the Company have been charged as securities for the purpose of preferential issue of Equity Shares.

k) Proposed time within which the preferential allotment shall be completed:

The allotment of Equity Shares to the Proposed Allottees will be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution mentioned at Item No. 4 & 5 of the Notice to which this Explanatory Statement is annexed, provided that, if any approval or permission by any regulatory authority or the Central Government for allotment is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of such last approval.

l) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

There shall be no change in control or management of the Company pursuant to the issue and allotment of the Equity Shares. However, post allotment, the shareholding of Promoter & Promoter Group shall decrease from 54.86% to 46.11%.

m) The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

This is the first preferential issue of Equity Shares by the Company in this financial year and no other persons have been allotted any securities on preferential basis during the current financial year.

n) The Shareholding Pattern of the Company before and after the preferential issue:

The Shareholding Pattern of the Company pre and post preferential allotment is given below:

Sl. No.	Category	Pre Issue*		Post Issue**	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A.	Promoters' Holding:				
1.	Indian				
	Individual / Hindu Undivided Family	1,83,66,776	12.85	1,83,66,776	7.25
	Bodies Corporate	6,00,59,448	42.01	9,84,59,448	38.86
	Sub-total	7,84,26,224	54.86	11,68,26,224	46.11
2.	Foreign Promoters	0	0.00	0	0.00
	Sub-total (A)	7,84,26,224	54.86	11,68,26,224	46.11
B.	Non-Promoters' holding:				
1.	Institutional Investors	50,687	0.04	50687	0.04
2.	Non-Institutions:				
	Private Corporate Bodies	58,126	0.04	14458126	5.71
	Directors and Relatives	0	0.00	0	0.00
	Indian Public	5,74,94,794	40.22	115094794	45
	Others (Including NRIs)	69,28,269	4.85	69,28,269	2.73
	Sub-total (B)	64531876	45.15	136531876	53.89
	Grand Total	142958100	100.00	253358100	100

\*the pre-issue shareholding pattern is as on 30 September, 2022.

\*\*assuming no change in pre-issue shareholding pattern, except present preferential issue of 11,04,00,000 Equity Shares.

o) Undertakings

i. An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so – As the Equity Shares of the Company are listed with National Stock Exchange of India Limited and BSE Limited for more than 90 trading days as on the relevant date, the same is not applicable to the Company.

ii. An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees – As the Equity Shares of the Company are listed with National Stock Exchange of India Limited and BSE

Limited for more than 90 trading days as on the relevant date, the same is not applicable to the Company.

- p) Lock-in period:
- i. The Equity Shares to be allotted pursuant to preferential issue shall be subject to 'lock-in' as per the SEBI (ICDR) Regulations.
  - ii. The entire pre-preferential allotment shareholding, if any, of the proposed allottee(s) shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per Regulation 167(6) of the SEBI (ICDR) Regulations.
- q) Disclosure pertaining to wilful defaulters or a fraudulent borrower:  
Neither our Company, nor our Directors or Promoters have been identified as wilful defaulters or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or a fraudulent borrower issued by the Reserve Bank of India.
- r) Practicing Company Secretary's' Certificate:  
The Certificate from M/s. Ankit Singhal & Associates, Company Secretaries, certifying that this preferential issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations shall be placed before the EGM of the Members. The same is hosted on Company's website at [https://www.alankit.in/pdf/CurrentEvent/PCS\\_Certificate.pdf](https://www.alankit.in/pdf/CurrentEvent/PCS_Certificate.pdf).
- s) Other disclosure:
- i) The Proposed allottees have not sold/transferred any equity shares during the 90 trading days preceding the Relevant Date.
  - ii) During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.

In terms of provisions of Section 62(c) of the Companies Act, 2013, approval of the shareholders through Special Resolution is required for issuance of Equity Shares on preferential basis. Accordingly, the consent of the Shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations, to issue and allot Equity Shares on preferential basis as stated in the Resolution.

The Board recommends the Resolution as set out in Item No. 4 & 5 of the Notice for approval of the Members of the Company.

Mrs. Alka Agarwal, Mr. Alok Kumar Agarwal, Mr. Ankit Agarwal, Mrs. Pratishtha Garg, Mrs. Sakshi Agarwal, Master Avyaan Agrawal and Master Agastya Agarwal, Promoters, may be deemed interested in the resolution to the extent of the Equity Shares proposed to be allotted to the companies in which they or their relatives are directly or indirectly interested. Except them none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

#### **For Item No. 6**

The Members of the Company at their Annual General Meeting ('AGM') held on 29 August, 2020, had, inter alia, approved the borrowing limits of the Company, under Section 180(1)(c) of the Companies Act, 2013, to Rs. 500 Crores and creation of security thereof, under Section 180(1)(a) of the Companies Act, 2013 ('Act'), on the properties/ assets of the Company.

Pursuant to Section 180(1)(a) & 180(1)(c) of the Act the following powers can be exercised by the Board of Directors with the consent of the Company by a Special Resolution:

- To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings
- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

Further, in order to facilitate securing the borrowing/financial assistance made by the Company, it would be necessary to create security by way of mortgage/charge and/or hypothecation on the assets or whole or part of the undertaking of the Company.

Therefore, the Board of the Company at its Meeting held on 29 November, 2022, approved the borrowing limit upto Rs. 500 Crores (Rupees Five Hundred Crores Only) and creation of security thereof, on the properties/ assets of the Company.

The Board recommends the Resolution as set out at Item No. 6 of the Notice for approval of the Members of the Company, to be passed as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise (save and except to the extent of their shareholding in the Company, if any), in the Resolution as set out at Item No. 6 of the Notice.

#### **For Item No. 7**

The Members of the Company at their Annual General Meeting ('AGM') held on 29 August, 2020, had, inter alia, approved giving of any loan, guarantee or making investment in shares upto an amount of 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.

In accordance with the provisions of Section 186 of the Companies Act, 2013, a company should give any loan or guarantee or provide security in connection with a loan or acquire by way of subscription, purchase or otherwise, securities, to any other body corporate or person, in excess of sixty per cent 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, with the approval of members of the company in General Meeting by way of Special resolution.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Therefore, the Board of the Company at its Meeting held on 29 November, 2022, approved the giving of loans/ guarantees, providing of securities and making of investments in securities, for an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only).





The Board recommends the Resolution as set out at Item No. 7 of the Notice for approval of the Members of the Company, to be passed as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise (save and except to the extent of their shareholding in the Company, if any), in the Resolution as set out at Item No. 7 of the Notice.

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

Sd/-  
**SUCHITA KABRA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

**Place:** New Delhi

**Date:** 29<sup>th</sup> November, 2022