

ALANKIT 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 ('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. 1,2,3& 4:

1. To consider and approve the Related Party Transactions.
2. To consider the appointment and fixation of remuneration of Mr. Pravin Kumar Bansal as Whole Time Director to be designated as Executive Director of the Company.
3. To consider the matter of Increase in remuneration of Mr. Ankit Agarwal, Managing Director of the Company.
4. To execute Royalty Agreement.

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. NC Khanna, Practicing Company Secretary 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 18.12.2017. 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 of the Company after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 22.12.2017 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.

SPECIAL BUSINESS:

Item No. 1

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 in supersession to the earlier resolution passed and declared on 6th April, 2016 and pursuant to provisions of Section 188 and other provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Management of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), consent of the members of the Company 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 1st October, 2017 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 1 st Oct, 2017 (Rs. in Crores)
1.	Alankit Assignments Limited	Group Company	250.00*
2.	Alankit Finsec Limited	Group Company	
3.	Pratishtha Images Private Limited	Group Company	
4.	Alankit Global Resources DMCC	Group Company	
5.	Alankit Imaginations Limited	Group Company	
6.	Alankit Brands Private Limited	Group Company	
7.	Alankit Associates Private Limited	Group Company	
8.	Alankit IFSC Limited	Group Company	

*Expected total maximum value of transaction per annum over the next three 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. 250 crores per annum as mentioned above.”

Item No. 2

To consider the matter of appointment and fixation of remuneration of Mr. Pravin Kumar Bansal as Whole Time Director to be designated as Executive Director of the Company.

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 Sections 197 and 203 read with other applicable provisions and Schedule V to the Companies Act, 2013 and the provisions of Articles of Association of the Company, Mr. Pravin Kumar Bansal be and is hereby appointed as Whole Time Director to be designated as Executive Director of the Company for a period of one year with effect from 1st November, 2017 on terms and conditions including remuneration as given below:

- a. Gross Salary: Rs. 2,00,000/- per month
- b. He shall also be entitled to reimbursement of expenses incurred by him for the purpose of business of the Company as per the Company's policy.
- c. He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committees thereof.

RESOLVED FURTHER THAT Mr. Pravin Kumar Bansal in the capacity of Whole Time Director to be designated as Executive Director will be entrusted with the powers, authorities, functions, duties, responsibilities by the Board of Directors of the Company, from time to time.

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

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary or amend the terms and conditions of the said appointment (Including authority to determine the amount of salary and performance bonus as also the type and amount of perquisites and other benefits in such manner as may be agreed to by and between the Board and Mr. Pravin Kumar Bansal. The appointment of Mr. Pravin Kumar Bansal is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to do all such acts, deeds & things

as may be necessary, proper and expedient for the purpose of giving effect to this resolution (including filing of form to Registrar and for the matters connected therein or incidental thereto.”

This may be treated as an abstract of the terms and conditions governing the appointment and remuneration of Mr. Pravin Kumar Bansal, Whole Time Director to be designated as Executive Director pursuant to Section 190 of the Companies Act, 2013.

Item No. 3

To consider the matter of Increase in remuneration of Mr. Ankit Agarwal, Managing Director of the Company.

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 Sections 197 and 203 read with other applicable provisions and Schedule V to the Companies Act, 2013 as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby given to increase the remuneration of Mr. Ankit Agarwal, Managing Director of the company from Rs. 2,00,000 (Rupees Two Lacs) to Rs. 5,00,000 (Rupees Five Lacs) per month by way of salary with effect from 01.11.2017. All other terms and conditions of the original appointment shall remain to be the same.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure as the Managing Director, the company has no profit or its profits are inadequate, he shall be entitled to minimum remuneration subject to the limits specified under the Companies Act, 2013.”

Item No. 4

To execute Royalty Agreement

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 consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into Royalty Agreement with Alankit Brands Private Limited to use the name “Alankit” along with its logo on such terms and conditions as the Board may think proper and beneficial for the Company.”

“RESOLVED FURTHER THAT the Board of Directors and the committees thereof of the Company be and are hereby authorized to vary the terms & conditions of the aforesaid agreement/ arrangements from time to time and to take, perform and execute such further steps, acts, deeds and matters, as may be necessary proper or expedient to give effect to this resolution”

By order of the Board of Directors
For Alankit Limited

Date: 14th November, 2017
Place: New Delhi

Preeti Chadha
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. NC Khanna, Practicing Company Secretary 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 will appear in the Register of Members/record of Depositories as on 17.11.2017. 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. 5.00 p.m. on 18.12.2017. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 nckhanna12@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 18.11.2017 (10:00 a.m.) and ends on 18.12.2017 (5:00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 17.11.2017, 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.in. 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 18.12.2017.
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. 5 p.m. on 21.12.2017. The result of postal ballot shall be declared on or before 5 p.m. on 22.12.2017. 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 resolutions 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:

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

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

S.No.	Name of the Related Party	Relationship	Maximum Value of transactions per annum with effect from 1 st Oct, 2017 (Rs. in Crores)	Nature and Material Terms/ Particulars of the contract or arrangement
1.	Alankit Assignments Limited	Group Company	250.00*	To enter into agreement related to rent, lease, sale or purchase of property and securities, providing services, sharing of common expenditure and inter corporate borrowings and investments and vice-versa.
2.	Alankit Finsec Limited	Group Company		
3.	Pratishtha Images Private Limited	Group Company		
4.	Alankit Global Resources DMCC	Group Company		
5.	Alankit Imaginations Limited	Group Company		
6.	Alankit Brands Private Limited	Group Company		
7.	Alankit Associates Private Limited	Group Company		
8.	Alankit IFSC Limited	Group Company		

*Expected total maximum value of transaction per annum over the next three years.

The above contracts/ arrangements/ transactions were approved by the Audit Committee at its meeting held on 14th November, 2017 and recommended by the Board of Directors at its meeting held on 14th November, 2017 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 parties of the Company, including, other related entities and the Directors and Key Managerial Personnel will not vote on this resolution.

Item No 2:

The Board of Directors of the Company has approved appointment of Mr. Pravin Kumar Bansal as an Additional Director of the Company w.e.f. 14th November, 2017 and subject to necessary approvals as "Whole Time Director" of the Company for a period of 1 year with effect from the said date.

Mr. Pravin Kumar Bansal holds a Bachelor's degree in Commerce and pursued Post Graduate studies in Economics from Dehradun. He has experience of more than three and a half decades in Banking. The appointment of Mr. Pravin Kumar Bansal is appropriate and in the best interest of the Company. He does not hold any Directorship in any other company and also does not hold any shares directly and through his relative in the Company.

The material terms of appointment and remuneration are given below:

I. REMUNERATION

- a. Gross Salary: Rs. 2,00,000/- per month;
- b. He shall also be entitled to reimbursement of expenses incurred by him for the purpose of business of the Company as per the Company's policy.
- c. He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committees thereof.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

II. OVERALL REMUNERATION:

The aggregate of salary and perquisites in one financial year shall not exceed the limits prescribed or to be prescribed from time to time under sections 197, and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said act as may for the time being be in force.

III. MINIMUM REMUNERATION:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Whole-Time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

The term of remuneration, as set out in the resolution are considered to be just, fair and favorable and are in accordance with the remuneration paid to other similar placed executives in the Company as well as in the industry.

In compliance with the provisions of Section 203 with the Schedule V and Section 197 of the Companies Act, 2013, the appointment of, and the remuneration/actual expenses payable to the Whole Time Director as set forth in Item No. 2 recommended for the approval of the Shareholders.

Except, Mr. Pravin Kumar Bansal, no Directors, Key Managerial Personnel or their relatives are interested or concerned in this resolution.

This explanation together with the accompanying Notice is, and should be treated as an abstract of the terms of appointment of Mr. Pravin Kumar Bansal pursuant to Section 190 of the Companies Act, 2013 and as a disclosure under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange.

Item No 3:

Mr. Ankit Agarwal was appointed as Managing Director of the Company on May 26, 2014 for a period of 5 years. The Board of Directors at its meeting held on November 14, 2017, has recommended increasing remuneration of Mr. Ankit Agarwal, Managing Director as recommended by the Nomination and Remuneration Committee with effect from November 1, 2017. The Board had further authorised Nomination and Remuneration Committee to approve the revision in the remuneration from time to time within the limit as approved by the Board In terms of Rule 7 (2) of Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014. The appointment of Mr. Ankit Agarwal is appropriate and in the best interest of the Company. Thus, the Board of Directors recommends the resolution set out at Item no. 3 of the notice for your approval. The remuneration payable to the abovementioned Director is given below:

- a. Gross Salary: Rs. 5,00,000/- per month;
- b. He shall also be entitled to other perquisites and increment as may be decided by the Board of Directors from time to time;
- c. He shall also be entitled to reimbursement of expenses incurred by him for the purpose of business of the Company;
- d. He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committees thereof.

Except, Mr. Ankit Agarwal and Mr. Alok Kumar Agarwal, no Directors, Key Managerial Personnel or their relatives are interested or concerned in this resolution.

Item No 4:

Alankit Brands Private Limited (related party), who has the right to use the mark and logo containing the word "Alankit" proposes to grant license to Alankit Limited, to use the name Alankit along with its logo and the Company will pay the royalty as per the agreement per financial year w.e.f 01.04.2018 to Alankit Brands Private Limited.

The Board considers the aforesaid arrangement would be immense benefit to the Company and accordingly recommends the resolution set out in the Item No. 4 of the notice for approval by the Shareholders. The resolution relating to the related party transaction involved in it is already taken up in the Item No. 1 of the notice. None of the Directors or Key Managerial personnel of the Company and their relatives, other than Mr. Alok Kumar Agarwal and Mr. Ankit Agarwal and their relatives, are interested in the proposed resolution.

By order of the Board of Directors
For Alankit Limited

Date: 14th November, 2017
Place: New Delhi

Preeti Chadha
Whole Time Director & Company Secretary