

**ANKA INDIA LIMITED**

Regd. Off: 41 Shivalik Building Near Saraswati Hospital/ Telephone Exchange  
Old Delhi Road Gurgaon-122001;

CIN: L74900HR1994PLC033268: Email id: [response@ankaindia.com](mailto:response@ankaindia.com) ;

Phone no: 9820069933;

website: [www.ankaindia.com](http://www.ankaindia.com)

Date: November 02, 2022

Dear \_\_\_\_\_

DP ID - Client ID / Folio No.:

Greetings from Anka India!!!

We are pleased to inform that the Extra Ordinary General Meeting ('EGM') of the Company is scheduled to be held on **Thursday, 1<sup>st</sup> December, 2022 at 04:30 p.m. (IST)** through Video Conferencing ('VC') / Other Audio Visual means ('OAVM').

In the view of ongoing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its various circulars, has permitted the holding of AGM/EGM through VC/OAVM. Also, the Securities and Exchange Board of India (SEBI), vide its various circulars, has granted relaxation in respect of sending physical copies of the annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

Further, in compliance with the MCA circulars and SEBI Circular the notice of EGM is being sent to the members through electronic mode to their registered email address.

The notice of EGM is attached herewith :

<a href="#">Notice of EGM</a>	
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The same can also be downloaded from the website of the Company i.e. <http://ankaindia.com/> Central Depository Services (India) Limited (CDSL) at <https://www.evotingindia.com/> .

The detailed instructions for attending the EGM through VC/OAVM and e-voting have been provided in the notice of EGM.

### REMOTE E-VOTING FACILITY

Pursuant to the provisions of Section 108 of the Companies Act 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the "Remote e-Voting facility" to cast their votes on all Resolutions set forth in the notice of the EGM.

The Company has engaged services of CDSL to provide e-voting facility during the period as given below:

Particulars	Prior to EGM	
Commencement of remote e-voting	<b>Monday, November 28, 2022 at 9:00 A.M. (IST)</b>	
End of remote e-voting	<b>Wednesday, 30<sup>th</sup> November 2022 at 5:00 P.M. (IST)</b>	
Weblink to access remote e-voting	<a href="https://www.evotingindia.com/">https://www.evotingindia.com/</a>	

Members are also requested to note the following:

- o During the aforesaid voting period, ONLY members holding shares either in physical form or in dematerialised form as on **Thursday, 24<sup>th</sup> November, 2022** (cut-off date), can cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- o The voting rights of members shall be in proportion to the equity shares held by them in the paid up equity share capital of the Company as of the cut-off date mentioned above.
- o Once the vote on a resolution is cast, members are not allowed to change the same subsequently.
- o Members who do not have/forgotten the User ID and Password for e-voting may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further, members can also use the OTP based login for logging into the e-voting system of CDSL.
- o Detailed procedure for remote e-voting is provided in the notice of the EGM.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC / OAVM :**

- o Members will be able to attend the EGM through VC / OAVM or view the live webcast of EGM provided by CDSL at <https://www.evotingindia.com/> under "**Shareholder/Member**" login by using their remote e-voting login credentials and selecting the **EVS** – 221102001 for Company's EGM .
- o The facility for joining the EGM through VC/OAVM shall open 15 minutes before the time scheduled for the EGM and will be available for 100 members on a first come first served basis .
- o Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their

registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [response@ankaindia.com](mailto:response@ankaindia.com) from **Monday, November 21, 2022 to Saturday 26 November, 2022**. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time and smooth conduct for the EGM.

## **E-VOTING RESULTS:**

The Board of Directors has appointed Mr. Mohit Aggarwal of M/s Mohit Aggarwal & Associates, as Scrutinizer to scrutinize e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after completion of scrutiny of the e-voting (votes cast during the EGM and votes casted through remote e-voting), not later than 48 hours from conclusion of the EGM. The result declared along with Scrutiniser's report shall be communicated to the stock exchanges on which shares are listed, CDSL and will also be displayed on website of the Company at <http://ankaindia.com/>

## **CONTACT US:**

In case of queries, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and the E-Voting User Manual for Shareholders available at the download section of CDSL at <https://www.evotingindia.com/> Members may also contact on the following:

Toll Free No. - 1800-22-5533

Email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Thanking you,

Yours truly,

Anu Sharma

Company Secretary and Compliance Officer

**NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF ANKA INDIA LIMITED ("COMPANY") WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIOVISUAL MEANS ("VC/OAVM") ON THURSDAY, DECEMBER 01, 2022, AT 4.30 PM TO TRANSACT THE FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:**

**1. TO APPROVE INCREASE IN THE AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**RESOLVED THAT** pursuant to Section 61(1)(a), Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Authorised Share Capital of the Company be and is hereby increased from Rs. 12,00,00,000 (Rupees Twelve Crores Only) divided into 1,20,00,000 Equity Shares of Rs.10/- each to Rs.24,00,00,000 (Rupees Twenty Four Crores Only) divided into 2,40,00,000 Equity Shares of Rs.10/- each aggregating each by creation of additional 1,20,00,000 (One Crore Twenty lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each in the Authorised Share Capital of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be altered to read as under:

**"The authorized share capital of the company is Rs. 24,00,00,000 divided into 2,40,00,000 Equity Shares of Rs 10-each."**

**RESOLVED FURTHER THAT** pursuant to the provisions of section 117 of the Act read with Rule no. 17 of Companies (Management and administration) Rules, 2014, any director or the Company Secretary be and are hereby severally authorized to file MGT14 along with the copy of altered memorandum within the prescribed time to Registrar with the fee as provided in the Companies (Registration of offices and fees) Rules, 2014 and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.

**2. TO APPROVE THE ISSUANCE OF EQUITY WARRANTS TO PROMOTERS AND CERTAIN IDENTIFIED NON-PROMOTERS ON A PREFERENTIAL BASIS**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations, 2018"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, for issuance of upto a maximum of 1,64,26,218 (One

Crore Sixty Four Lakhs Twenty Six Thousand Two Hundred and Eighteen) Equity Warrants of the Company, at an issue price of Rs. 12/- per equity warrant aggregating up to Rs 19,71,14,616 (Rupees Nineteen Crores Seventy One Lacs Fourteen Thousand Six Hundred and Sixteen only) each convertible into 1,64,26,218 Equity Shares of the Face Value of Rs.10/- each at a conversion price of Rs 12/- per share including premium of Rs. 2/- per share to the following allottees, (hereinafter referred to as the "Proposed Allottees") and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>No. of Warrants to be allotted</b>
1.	Raman Trikha	Promoter	20,72,686
2.	Sulakshana Trikha	Promoter	23,64,000
3.	Raman Trikha Entertainment Private Limited	Promoter	32,85,600
4.	Tarun Jain	Non – Promoter / Public	22,70,000
5.	Shefali Jain	Non – Promoter / Public	10,89,600
6.	Hanif Amir Manjee	Non – Promoter / Public	4,49,460
7.	Saira Hanif Manjee	Non – Promoter / Public	4,49,460
8.	Zeeshan Hanif Manjee	Non – Promoter / Public	8,98,920
9.	Zainab Amir Hajeerbhai Manjee	Non – Promoter / Public	8,98,920
10.	Anuj Dutt	Non – Promoter / Public	4,40,380
11.	Alok Gupta	Non – Promoter / Public	4,40,380
12.	Manish Bansal	Non – Promoter / Public	4,40,380
13.	Jaiprakash Jhunjhunwala	Non – Promoter / Public	7,02,182
14.	Sanktha Prasad Pathak	Non – Promoter / Public	6,24,250
	<b>Total</b>		<b>1,64,26,218</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the Preferential Issue of the Equity Shares is November 1, 2022, being the date 30 days prior to the date of this Meeting. ("**Relevant Date**").

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The pre-preferential shareholding of the proposed allottees to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- b) The Warrants so allotted and the Equity Shares to be allotted on conversion to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- c) Allotment of Shares shall only be made in dematerialized form; and
- d) Equity Warrants and the Equity Shares to be allotted on conversion shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

**RESOLVED FURTHER THAT** the equity shares to be allotted on conversion of the Equity Warrants in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on BSE where the equity share of the Company are currently listed.

**RESOLVED FURTHER THAT** pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018.

**RESOLVED FURTHER THAT** pursuant to the provision of the Companies Act 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a Private Placement Offer Letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers to the Equity shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit."

### **3. TO INCREASE THE BORROWING POWERS OF THE BOARD UP TO RS. 70 CRORES**

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

**"RESOLVED THAT** pursuant to the provisions of section 180 1 (c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re - enactment thereof, for the time being in force) and the rules made there under and such other regulations/guidelines to the extent applicable and the Articles of Association of the Company, the 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 any committee thereof) for borrowing, from time to time, any sum or sums of monies 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 capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs 70 crores (Rupees Seventy Crores).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps and do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the above said resolution and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission as they may deem fit and to pay any fees relating thereto and to file necessary return and documents with the Registrar of Companies, NCT of Delhi and Haryana or with any such other authorities for giving effect the above said resolution."

#### **4. ALTERATION OF OBJECTS CLAUSE OF THE 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 of the Companies Act, 2013 ("the Act") including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

**To amend the title of incidental object Clause of the Memorandum Of Association by passing the following resolution:**

"Clause III (B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association be and hereby replaced with the title **"MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE**

A. Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'.

B. The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III(A) as under:

To carry on the business of setting up, planning, establishing, funding, financing, acquiring, purchasing, buying, possessing, leasing, developing, redeveloping, zoning, modelling, remodelling, positioning, repositioning, branding, rebranding, promoting, repairing, altering, operating, managing, supervising, staffing, servicing, facilitating, selling, replicating, giving on lease, sub-leasing, licensing, franchising, contracting, submitting, assigning, trading, dealing, swapping, exchanging of rights, title and interest pertaining to cinema, multiplex, theatre, drive in theatre, gaming zones ,bowling alleys, food courts, cafés, convenience store, super market, hyper market, shops, shopping malls, retail stores/ outlets, commercial parking space, drive through, hoardings, signage, kiosks, counters, markets, advertisement space, television channels, media platforms, websites, applications; as also production, distribution, exhibition and broadcasting of movies, feature films and over the top content and media; and other similar and ancillary establishments including the systems, software, applications, goodwill, intellectual property and the brand (s)thus created; in the manner of outright purchase, mortgage, transfer, assignment, attornment, lease, rent, hire, takeover, merger, demerger, amalgamation, joint venture, buy-back, handover, transfer, franchise, sale, contracting, services, licensing, authorising or any other manner whatsoever in order to earn, derive, enjoy, benefit, monetize, expand in the form of revenue, profit, sales, fees, return, appreciation, receivables or any other manner whatsoever."

**BY ORDER OF THE BOARD**

**Place: Gurgaon**

**Date : 02/11/2022**

**SD/-**

**ANU SHARMA**

**Company Secretary & Compliance Officer**

## **IMPORTANT NOTES:**

### **A. GENREAL INFORMATION**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") for the matter included in the notice, which is unavoidable and therefore proposed for seeking approval at EGM, is enclosed herewith.
2. In view of the prevailing COVID-19 pandemic scenario, the Ministry of Corporate Affairs ('MCA') vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021 and No. 3/2022 dated May 5, 2022 issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ('SEBI Circular') have permitted the holding of EGM by companies through VC / OAVM during the Calendar Year 2021 and 2022, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM. Pursuant to 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 100 members on first come first served basis. This will not include large Shareholders (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 are allowed to attend the EGM/EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.ankaindia.com](http://www.ankaindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/2021 dated January 13, 2021, MCA Circular No. 19/2021 dated December 18, 2021, MCA Circular No. 21/2021 dated December 14, 2021.
8. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. The deemed venue for EGM shall be the Registered Office of the Company.
10. Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. The Company has paid the Annual Listing Fees for the year 2022-2023.
12. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-Voting system during the EGM.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins 28<sup>th</sup> NOVEMBER, 2022 09:00 A.M. and ends on 30<sup>th</sup> NOVEMBER, 2022 05:00 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 24<sup>th</sup> November, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all

shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

	<p>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.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 "Login" which is available under 'Shareholder/Member' 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and</p>

<b>Depository Participants</b>	you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**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. CDSL and NSDL**

<u>Login type</u>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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

(v) **Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [response@ankaindia.com](mailto:response@ankaindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops /IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **03 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [response@ankaindia.com](mailto:response@ankaindia.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance at least **03 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [response@ankaindia.com](mailto:response@ankaindia.com). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **response@ankaindia.com and ramap@alankit.com**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**B. Other Instructions**

1. The Voting Rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the *cut-off date* i.e. **24.11.2022**.
2. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on the *cut-off date* only shall be entitled to avail the facility of remote e-voting as well as voting in the Extra Ordinary General Meeting through ballot paper.
3. The Company has appointed Mr. Mohit Aggarwal of M/s Mohit Aggarwal & Associates, Practicing Company Secretary, to act as a Scrutinizer, to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated

Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman. The results along with the Scrutinizer's Report will be declared within forty-eight hours of the conclusion of the Meeting and the same shall be available on the Company's website ([www.ankaindia.com](http://www.ankaindia.com)) and on the website of the e-voting agency (<https://evotingindia.com>) immediately after the declaration of result by the Chairman/ person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

4. The Results along with the Scrutinizer's Report shall be placed on the Company's website [www.ankaindia.com](http://www.ankaindia.com) and on the website of CDSL immediately after declaration of results and communicated to the Stock Exchanges.
5. All documents referred to in the accompanying Notice and the Explanatory Statements shall be open for inspection at the Registered Office of the Company during normal business hour (9.00 AM to 5.00 PM) on all working days, up to and including the date of the Annual General Meeting of the Company.

**Place: Gurgaon**  
**Date : 02/11/2022**

**BY ORDER OF THE BOARD**

**SD/-**  
**ANU SHARMA**  
**Company Secretary & Compliance Officer**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED:**

**Item No.1**

The Company has received a proposal from the promoters and certain identified non promoters who are desirous to invest in the share capital of the Company to finance the growth plans. Accordingly, Board at its meeting held on November 02, 2022 approved the issuance of Equity Warrants which are convertible into Equity Shares within a period of 18 months from the date of issuance of warrants and it is necessary to have adequate share capital.

Accordingly, any increase in the Authorised Capital and the consequent amendment in the Capital Clause of the Memorandum of Association as per the provisions of Sections 61(1)(a) and 13 of the Companies Act, 2013 read with the applicable Rules thereunder requires the consent of the shareholders at a general meeting by way of a Special Resolution.

The Board of Directors recommend passing of the Special Resolution to approve increase in the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

**Item No. 2**

Considering the business potential and viability of the Company, we propose to make a further issue of equity warrants on preferential basis to certain strategic investors. Accordingly, the Board at its meeting held on November 02, 2022 approved the issuance of equity warrants on a preferential basis subject to the approval of Shareholders and the relevant Stock Exchanges. The Board has resolved to offer, allot and issue upto 1,64,26,218 (One Crore Sixty Four Lakhs Twenty Six Thousand Two Hundred and Eighteen) Equity Warrants of the Company, at an issue price of Rs. 12/- per equity warrant aggregating up to Rs 19,71,14,616 (Rupees Nineteen Crores Seventy One Lacs Fourteen Thousand Six Hundred and Sixteen only) each convertible into 1,64,26,218 Equity Shares of the Face Value of Rs.10/- each at a conversion price of Rs 12/- per share including premium of Rs. 2/- per share allottees for cash.

The detail of the proposed issue is as under:

Sl.No	Name of Proposed Allottee	Number of Warrants	Amount in Rs.	Category
1	Raman Trikha	20,72,686	2,48,72,232	Promoter
2	Sulakshana Trikha	23,64,000	2,83,68,000	Promoter
3	Raman Trikha Entertainment Private Limited	32,85,600	3,94,27,200	Promoter
4	Tarun Jain	22,70,000	2,72,40,000	Non – Promoter / Public
5	Shefali Jain	10,89,600	1,30,75,200	Non – Promoter / Public
6	Hanif Amir Manjee	4,49,460	53,93,520	Non – Promoter / Public
7	Saira Hanif Manjee	4,49,460	53,93,520	Non – Promoter / Public
8	Zeeshan Hanif Manjee	8,98,920	1,07,87,040	Non – Promoter / Public
9	Zainab Amir Hajeerhai Manjee	8,98,920	1,07,87,040	Non – Promoter / Public
10	Anuj Dutt	4,40,380	52,84,560	Non – Promoter / Public
11	Alok Gupta	4,40,380	52,84,560	Non – Promoter / Public
12	Manish Bansal	4,40,380	52,84,560	Non – Promoter / Public
13	Jaiprakash Jhunhunwala	7,02,182	84,26,184	Non – Promoter / Public
14	Sanktha Prasad Pathak	6,24,250	74,91,000	Non – Promoter / Public
	<b>TOTAL</b>	<b>1,64,26,218</b>	<b>19,71,14,616</b>	

The information pertaining to the proposed allotment are stated below:

- a. **Objects of the Issue:** It is proposed to make a preferential issue of shares to augment the net worth of the Company and enhance the capital adequacy. The funds will be utilized to repay the debts of the wholly owned subsidiary Legend SRS Cinema Private Limited and for general corporate purposes like funding expansion plans, and long-term working capital.
- b. **Maximum number of specified securities to be issued:** It is proposed to offer, allot and issue up to 1,64,26,218 fully paid-up equity warrants of the Company having at an issue price of Rs.12/- each per warrant.

- c. **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:** The Promoters intend to subscribe to 77,22,286 Warrants which are convertible into Equity Shares in one or more tranches.
- d. **Pricing of the Issue:** The warrants are proposed to be issued at Rs.12/- per warrant. The warrants shall be converted into 1,64,26,218 Equity shares of the Company within a period of 18 months from the date of allotment of the Warrants as specified in the ICDR Regulations, at a conversion price of Rs. 12/- per equity share including premium of Rs.12/- per equity share which is higher than the calculated price in accordance with the SEBI (ICDR) Regulations, 2018.
- e. **Basis on which the price has been arrived at along with report of the registered valuer:** Since the equity shares of the Company are listed and are frequently traded, the issue price shall be an amount not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. Since it is proposed to issue more than 5% of the fully diluted post issue capital to two allottees, a Report from registered valuer has also been taken and the issue price is more than the price arrived at in the Valuation Report. We also confirm that the Articles of Association do not contain any restrictive provision.
- f. **Relevant Date:** The 'Relevant Date' for the purpose of determining the issue price is November 01, 2022 being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.
- g. **The class or classes of persons to whom the allotment is proposed to be made:** The allotment is proposed to be made to the Proposed Allottees, both promoters and certain identified investors belonging to the Public Category.
- h. **Shareholding Pattern of the issuer before and after the issue:** The shareholding pattern of the Company before and after considering the preferential issue and the conversion of the warrants into Equity Shares is as Annexure 1
- i. **Proposed time within which allotment shall be completed:** As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.
- j. **The identity of the natural persons who are the ultimately beneficial owners of the shares proposed to be allotted and / or who ultimately control:** Pursuant to the SEBI ICDR Regulations, 2018, stipulates that if in the chain of ownership of the Company there is any listed company, mutual fund, bank or insurance company, no further disclosure will be necessary.

As in the instant issue, Raman Trikha Entertainment Private Limited , the following disclosures are being made:

Sl. No.	Name of the Allottees	Category	Beneficial Ownership
1	Raman Trikha Entertainment Private Limited	Promoter	Mr Raman Trikha Ms Sulakshana Trikha

**k. Percentage of Post issue Preferential Issue Capital that may be held by the Proposed Allottees:**

Sl. No.	Name of the Proposed Allottee	Pre-Preferential Shareholding (No. of Shares)	%	No. of warrants to be issued to the Proposed Allottees	Post-Preferential Shareholding (assuming full conversion of the warrants)	%
1	Raman Trikha	11,96,745	19.08%	20,72,686	32,69,431	14.40
2	Sulakshana Trikha	15,14,565	24.14%	23,64,000	38,78,565	17.09
3	Raman Trikha Entertainment Private Limited	2,35,404	3.75%	32,85,600	35,21,004	15.51
4	Tarun Jain	Nil	....	22,70,000	22,70,000	10.00
5	Shefali Jain	Nil	....	10,89,600	10,89,600	4.80
6	Hanif Amir Manjee	Nil		4,49,460	4,49,460	1.98
7	Saira Hanif Manjee	Nil	....	4,49,460	4,49,460	1.98
8	Zeeshan Hanif Manjee	Nil	....	8,98,920	8,98,920	3.96
9	Zainab Amir Hajeerbhai Manjee	Nil	....	8,98,920	8,98,920	3.96
10	Anuj Dutt	Nil	....	4,40,380	4,40,380	1.94
11	Alok Gupta	Nil	....	4,40,380	4,40,380	1.94
12	Manish Bansal	Nil	....	4,40,380	4,40,380	1.94
13	Jaiprakash Jhunjhunwala	Nil	....	7,02,182	7,02,182	3.09
14	Sanktha Prasad Pathak	Nil	....	6,24,250	6,24,250	2.75

**l. Changes in control, if any, in the Company consequent to the issue:** The present allotment will not result in any change in the control of the Company.

**m. Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:** The Company has not made any allotments during the year.

**n. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:** The allotment is not being made for consideration other than cash. However, as the allotment exceeds 5% of the fully diluted post issue capital to Raman Trikha Entertainment Private Limited and Mr Tarun Jain a Valuation Report has been

obtained from an Independent Registered Valuer for justifying the pricing of proposed preferential equity shares.

- o. Lock in restrictions:** The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.
- p. Certificate from Practicing Company Secretary:** A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders at the Extraordinary General Meeting of the Company. The Certificate will also available on the Company's website: <https://www.ankaindia.com>
- q. Undertakings:**  
In accordance with the SEBI ICDR Regulations;

  - i. all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
  - ii. The Proposed Allottee has not sold/transferred any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date;
  - iii. The Proposed Allottees have not previously subscribed to any warrants of the Company but failed to exercise them;
  - iv. The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so;.
  - v. The Company undertakes that if the amount payable on account of re-computation of price is not paid/ within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottees.
- r. Disclosure pertaining to wilful defaulters or a fraudulent borrower:** Neither the Company nor any of its promoters or directors is wilful defaulters or a fraudulent borrower.
- s. Disclosure pertaining to Fugitive Economic Offender:** None of our Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- t. Current and proposed Status of the Proposed Allottee post preferential issue:** The proposed allotment shall be made to the proposed allottees, who will be classified in the Public Category and after allotment there will be no change in Control of the Company.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at item no. 2 for the approval of the members.

The Promoters or Directors and their relatives forming part of the Promoter Group of the Company may be considered to be concerned or interested in the proposed resolution to the extent of their shareholding. Other than the promoters or directors and their relatives forming part of the Promoter Group of the Company, none of the other directors have any concern or interest, financial or otherwise, in the proposed resolution.

### **Item No. 3**

Keeping in view, the future growth and new business activities of the Company and to meet fund requirements, the Board of Directors had proposed to increase the borrowing limit of the Board from the present level of Rs. 30 Crores (Rupees Thirty Crores) to a level of Rs. 70 Crores (Rupees Seventy Crores) to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company up to a maximum of Rs. 70 Crores (Rupees Seventy Crores).

In terms of the provisions of Section 180(1) (c) of the Companies Act, 2013 ('the Act'), the Board of Directors shall not, except with the consent of the Company by way of Special Resolution, borrow money together with the money already borrowed, if any (apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business) exceeding the aggregate of the paid-up share capital and free reserves. Hence this proposal for a special resolution.

The directors while exercising their powers shall observe the debt / equity norms as applicable.

Your directors recommend the resolution for your approval.

None of the directors of the company is in any way concerned or interested in the said resolution

### **Item No. 4**

As our Shareholders are aware of the fact that your Company is in the business of Entertainment and in pursuit to achieve new profitable ventures, your company has acquired 100 per cent ownership in a Company Namely Legend SRS Cinemas Pvt Ltd ( Herein after called LSC) by way of share purchase agreement . LSC runs about 3 Cinema Screens in Bhiwadi Rajasthan which are operational and also Owns Two Shops and one Bowling Allay. Further LSC is in redesigning stage for 3 more screens in Faridabad sector 9, and is in advanced stage of negotiations of 28 screens in Gurgaon, Delhi and Delhi NCR which will be operational in about one years' time . As the members are already aware of the fact that following the receding of COVID-19, cinema houses are seeing increased footfall. Your company seeks to encash on that momentum through this acquisition. Your Directors are quite hopeful that this new business activity will have a positive impact on the financial position of the Company.

Further the current Objects of the Company does not permit the Company to pursue such activity ( i.e running cinemas and Bowling Allay etc). In view of this the Board of Directors of the Company has decided to propose amendments to the Memorandum and Articles of Association of the Company by incorporating the new objects as mentioned in the Notice Convening this Extra Ordinary General Meeting of the Company. Alteration of Objects Clause of the Memorandum of Association requires the approval of the members by way of special resolution. Hence the proposal is put up for your approval.

No Director or their relative directly or indirectly, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

**BY ORDER OF THE BOARD**

**Place: Gurgaon**

**Date : 02/11/2022**

**SD/-**

**ANU SHARMA**

**Company Secretary & Compliance Officer**

### Annexure 1

Category	Pre-issue Shareholding as on 30.09.2022		Preferential Issue	Post Issue Shareholding*	
	Number of Shares held	% age of share holding	Convertible Warrants to be allotted	Number of Shares to be held	% age of shareholding
<b>A. Promoters Holding</b>					
<b>1. Indian Individual</b>	<b>27,11,310</b>	<b>43.22</b>	<b>44,36,686</b>	<b>71,47,996</b>	<b>31.49</b>
Raman Trikha	11,96,745	19.08	20,72,686	32,69,431	14.40
Sulakshana Trikha	15,14,565	24.14	23,64,000	38,78,565	17.09
<b>2. Bodies Corporate</b>	<b>2,35,404</b>	<b>3.75</b>	<b>32,85,600</b>	<b>35,21,004</b>	<b>15.51</b>
Raman Trikha Entertainment Private Limited	2,35,404	3.75	32,85,600	35,21,004	15.51
<b>Sub-total (A1+A2)</b>	<b>29,46,714</b>	<b>46.97</b>	<b>77,22,286</b>	<b>1,06,69,000</b>	<b>47.00</b>
3. Foreign individual	-	-	-	-	-
Total Promoters holding (A)	<b>29,46,714</b>	<b>46.97</b>	<b>77,22,286</b>	<b>1,06,69,000</b>	<b>47.00</b>
<b>B. Public Holding</b>					
<b>1. Institutions</b>					
Mutual Funds/UTI	0	0.00	0	0	0
Financial Institutions / Banks	0	0.00	0	0	0
Insurance Companies	0	0.00	0	0	0
Sub Total (A)	0	0.00	0	0	0
<b>2. Non-Institutions</b>					
Individual shareholders holding nominal share capital up to Rs. 2 lacs	3,16,442	5.04	0	3,16,442	1.39
Individual shareholders holding nominal share capital in excess of Rs. 2 lacs	28,86,157	46.00	87,03,932	1,15,90,089	51.06
Others (including Bodies Corporate, Trusts etc)	1,24,469	1.98	0	1,24,469	0.55
<b>Sub-Total (B1 + B2)</b>	<b>33,27,068</b>	<b>53.03</b>	<b>87,03,932</b>	<b>1,20,31,000</b>	<b>53.00</b>
<b>Grand Total (A+B)</b>	<b>62,73,782</b>	<b>100.00</b>	<b>1,64,26,618</b>	<b>2,27,00,000</b>	<b>100.00</b>

**\* Assuming Full conversion of Warrants**