



**ANKIT INDIA LIMITED**

CIN: L15500WB1981PLC033900

Registered Office: FMC Fortuna, 14 A, 5th Floor, 234/3A, A.J.C. Bose Road, Kolkata 700020

Phone: (033) 2287-4360 Fax: +91 (33) 2281-0629

E-mail: ankit\_flour @ yahoo.com, Website: [www.ankitagro.com](http://www.ankitagro.com)

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**Notice of 43<sup>rd</sup> Annual General Meeting**

NOTICE is hereby given that the 43<sup>rd</sup> Annual General Meeting of the Company will be held at the FMC Fortuna, 14A, 5th Floor, 234/3A, A.J.C. Bose Road, Kolkata – 700020 on Wednesday, 27<sup>th</sup> August, 2025 at 02.00 P.M. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a director in place of Mr. Ankit Chandak (DIN: 02061277), who retires by rotation in term of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

Special Business:

**3. To appoint Secretarial Auditor 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 204** and other applicable provisions, if any, of the **Companies Act, 2013**, read with **Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**, and **Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** (“SEBI Listing Regulations”), and other applicable laws/statutory provisions, as amended from time to time, the consent of the Board be and is hereby accorded to appoint **M/s A. Murarka & Co., Practising Company Secretaries** (Firm Registration No.: **S1992WB10700**) as the **Secretarial Auditors of the Company** for a term of **five consecutive financial years** commencing from **FY 2025-26 to FY 2029-30**, at such fees, plus applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors and the said Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**4. Appointment of Mr. Dinesh Shaw (DIN: 10826257) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Dinesh Shaw (DIN: 10826257) ) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from 29<sup>th</sup> May, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 29<sup>th</sup> May, 2025 up to 28<sup>th</sup> May, 2030.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

## 5. Appointment of Mr. Abhishek Sharma (DIN:11043461) as an Independent Director

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Abhishek Sharma (DIN: 11043461) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from 29<sup>th</sup> May, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 29<sup>th</sup> May, 2025 up to 28<sup>th</sup> May, 2030.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

## 6. To approve continuation of Mr. Vijay Kumar Maheshwari (DIN: 00705929) as Whole-Time Director who has attained the age of 70 years.

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations, consent of the members be and is hereby accorded for continuation of Mr. Vijay Kumar Maheshwari (DIN: 00705929) as Whole-Time Director of the Company, notwithstanding that he has attained the age of 70 (seventy) years during the financial year 2025–26, on the existing terms and conditions as approved earlier by the Board of Directors and shareholders of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

## 7. Authorization to Board for making of any Investment / giving any Loan or Guarantee / providing Security under Section 185 and 186 of Companies Act, 2013

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

**“RESOLVED THAT** in supersession of all earlier resolutions passed in this regard, and pursuant to the provisions of Sections 185 and 186 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), and subject to such other approvals, consents, sanctions and permissions as may be necessary under applicable laws, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), to make, from time to time, any loan or investment, give any guarantee or provide any security, including to such person(s) or entity(ies) in whom any of the Directors of the Company may be interested, in accordance with Section 185 of the Act.

**RESOLVED FURTHER THAT** the aggregate outstanding amount of such investments made, loans granted, guarantees given or securities provided shall not exceed the limits prescribed under Section 186 of the Act, i.e., sixty percent of the paid-up share capital, free reserves and securities premium account or one hundred percent of the free reserves and securities premium account of the Company, whichever is higher.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine the specific terms and conditions of each such loan, guarantee, investment or security, including the rate of interest, tenure, repayment schedule, security (if any), and

other related terms and to finalize, approve and execute all agreements, documents, writings and deeds as may be necessary or desirable in connection therewith and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

#### **8. Approval of Material Party Transaction with M/s Aayog Agro Private Limited**

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

“**RESOLVED THAT** in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 188(1) of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the Related Party Transaction Policy 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 or any person(s) authorized by the Board), to enter into the following material related party transaction during the financial year 2025–26 and thereafter, up to the maximum limit as specified below, on such terms and conditions as may be mutually agreed between the Company and the related party:

S.No.	Name of Related Party	Nature of Relationship	Nature and Particulars of the Transaction	Value of Transaction Max. Amount (in crores)
1.	Aayog Agro Private Limited	Group	Granting Loan	55.00

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to determine and finalise the detailed terms and conditions of the said transaction, including but not limited to, the rate of interest, tenure, security (if any), and repayment schedule, and to do all such acts, deeds, matters and things, including execution of necessary agreements, documents and papers, and making such filings, disclosures and compliances as may be required under applicable laws, for the purpose of giving effect to this resolution and in the best interest of the Company.”

#### **9. To provide Loan to M/s. Aayog Agro Private Limited, a Company in Which Directors of the Company are Interested in terms of Section 185 of Companies Act, .2013**

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard, pursuant to the provisions of Section 185 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), consent of the members 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 or any person(s) authorized by the Board) to grant loan(s), in one or more tranches, to **M/s Aayog Agro Private Limited**, a Company in which the Directors of the Company are interested, up to an aggregate amount not exceeding **₹55,00,00,000/- (Rupees Fifty Five Crores only)**, on such terms and conditions, including interest, tenure, repayment schedule, and security, as may be decided by the Board from time to time and as set out in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, agreements, instruments and writings, as may be required or deemed necessary, proper, or desirable to give effect to this resolution, including accepting any modifications in the terms and conditions of the loan.”

## 10. Revision in Remuneration of Mr. Ankit Chandak (DIN: 02061277), Whole-Time Director and KMP

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, the approval of the members be and is hereby accorded for the revision in the remuneration payable to Mr. Ankit Chandak (DIN: 02061277), Whole-Time Director and Key Managerial Personnel of the Company, with effect from such date as may be decided by the Board, for the remaining tenure of his appointment i.e. up to 31st August, 2027, which may exceed ₹2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month, on such terms and conditions as set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Ankit Chandak, the remuneration payable shall be paid as minimum remuneration, in accordance with the applicable provisions of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** all other terms and conditions of his appointment, as previously approved by the members, shall remain unchanged unless otherwise modified by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to take such steps and do all acts, deeds and things as may be necessary or expedient to give effect to this resolution, including filing necessary forms with the Registrar of Companies and obtaining other statutory approvals, as may be required.”

Registered Office:  
14A,5<sup>th</sup> Floor, FMC Fortuna  
AJC Bose Road, Kolkata – 700020

By order of the Board

Namrata Jain  
Company Secretary  
(Membership No: ACS 31963)

Date: 09.07.2025

Place: Kolkata

### Notes:

1. The Explanatory Statement setting out material facts concerning the business under item no. 3 to 8 of the Notice is annexed hereto (Section 102 of the Companies Act, 2013 (“Act”))  
Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting (‘Meeting’ or ‘AGM’) is furnished as Annexure to this Notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself /herself and the proxy need not be a member of the company.
3. The Proxies to be effective must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
4. A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Members holding more than 10 percent of the total share capital of

the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

5. The Members/ Proxies attending the meeting are requested to bring the enclosed Attendance Slip and their copy of the Annual Report for the meeting and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
6. Members are requested to notify immediately the change, if any, of the address registered with the Company.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 21<sup>st</sup> August 2025 to 27<sup>th</sup> August, 2025 (both days inclusive).
8. The company has fixed Wednesday, 20<sup>th</sup> August 2025 as record date.
9. Corporate Members intending to send their authorized representative (s) to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
10. Members holding more than one share certificate in the same name or joint names in same order but under different ledger folios, are requested to apply to the Company's Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Private Limited to enable them to consolidate all such holdings into one single Account.
11. This notice is being issued having regard to provisions of Section 108 of the Companies Act, 2013 and the rules made there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with Stock Exchanges.
12. In case shares are held in physical mode, please provide Folio No., Name of shareholder, PAN (self-attested scanned copy of PAN card), Email updating Undertaking form (Duly Signed), Email id and a valid mobile number and update the same on the website of Company's Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Private Limited (<https://mdpl.in/form>) (SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/ 2023/169 dated October 12,2023). If any member has any other query kindly mail us at [ankit\\_flour@yahoo.com](mailto:ankit_flour@yahoo.com)
13. The Annual Report for the financial year 2024-25, Notice of the 43<sup>rd</sup> AGM. and instruction for remote e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email IDs are registered with the Company for communication purpose, unless any member has requested for hard copy of the same. For members who have not registered get their mail id register before 20<sup>th</sup> August, 2025 and Members may also note that these documents will be available on the Company's website i.e. [www.ankitagro.com](http://www.ankitagro.com) and CSE website [www.cse-india.com](http://www.cse-india.com)
14. Pursuant to the provision of Section 108 of the Act read with rules thereof, Mr. Sunil Kumar Maheshwari, Practicing Company Secretary, (Membership No. ACS 30808) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
15. All documents referred to in the accompanying notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during working hours between 10.00 A.M. to 5.00 P.M. except holidays up to the date of the Meeting

16. Members can raise questions during the meeting or in advance at [ankit\\_flour@yahoo.com](mailto:ankit_flour@yahoo.com). However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.ankitagro.com](http://www.ankitagro.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. Calcutta Stock Exchange at [www.cse-india.com](http://www.cse-india.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
18. The requests for effecting transmission/transposition of securities shall be processed in the dematerialized form. In order to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Maheshwari Datamatics Private Limited ("Registrar" or "RTA") at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on the RTA website <https://www.mdpl.in>.
19. The facility for making nomination is also available for the Members in respect of the Shares held by them, Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13(Section 72 of the Act).

If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR -3 or SH-14 as the case may be, The said forms can be downloaded from the RTA website <https://www.mdpl.in>. Members are requested to submit the said details to their DP in case the share are held in dematerialized form and to RTA in case the shares are held in physical forms.

20. Members may please note that SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the on the website of the Company's RTA, Maheshwari Datamatics Private Limited at <https://www.mdpl.in>. It may be noted that any service request received by member can be processed by RTA/the Company only after the folio is KYC Compliant.
21. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

24. SEBI has established a common Online Dispute Resolution Portal (“ODR Portal - <https://smartodr.in/login>”) to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company’s website <https://on.tcs.com/ODRPortal> [SEBI Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023]
25. A route map showing direction to reach the venue of the AGM is given at the end of this notice.
26. Members holding shares in physical form should be KYC compliant and receive the dividends directly in their bank accounts through Electronic Clearing Service or any other means. Members are requested to send the following documents to our RTA , so as to reach the RTA before the record date i.e. August 20, 2025.

S No	Form	Purpose
1	Form ISR- 1	To register/update PAN, KYC details
2	Form ISR-2	To Confirm Signature of securities holder by the Banker
3	Form ISR-3	Declaration Form for opting-out of Nomination
4	Form SH-13	Nomination Form
5	Form SH-14	Cancellation or Variation of Nomination (if any)

All the above forms are available on the website of the company and website of the RTA at <https://www.mdpl.in/> . Shareholders are requested to submit duly filled in to RTA/ Company.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:-**

The remote e-voting period begins on Sunday, 24<sup>th</sup> August, 2025 at 09:00 A.M. and ends on Tuesday, 26<sup>th</sup> August, 2025 at 5:00 P.M. 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 record date (cut-off date) i.e. 20<sup>th</sup> August, 2025 may cast their vote 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 20<sup>th</sup> August, 2025.

#### **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
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ 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 “**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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

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 [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
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 [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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. 1800-21-09911

**B) Login Method for e-Voting 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.com](mailto:evoting@nsdl.com) 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 on NSDL e-Voting system.**

**How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 [sunilkumarmaheshwari@gmail.com](mailto:sunilkumarmaheshwari@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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 : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **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 [ankit\\_flour@yahoo.com](mailto:ankit_flour@yahoo.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 [ankit\\_flour@yahoo.com](mailto:ankit_flour@yahoo.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.com](mailto:evoting@nsdl.com) 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.

#### **Other Information for Members:-**

1. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, /folio number, email id, mobile number at [ankit\\_flour@yahoo.com](mailto:ankit_flour@yahoo.com) latest by 5.00 p.m. (IST) on Wednesday, 20<sup>th</sup> August, 2025.

2. 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
3. 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)
4. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
5. 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 or voting by means of Ballot paper/poll at the AGM.
6. Mr. Sunil Kumar Maheshwari, Company Secretary in Practice has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility
8. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith
9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the CSE Limited, Kolkata
10. The facility of e -voting would be provided once for every folio / client id, irrespective of the number of joint holders.
11. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
12. 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.
13. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
14. Members who need assistance before or during the AGM, send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com) or may contact call 022 - 4886 7000

## **Explanatory Statement**

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 10 of the accompanying Notice:

### **ITEM NO. 3**

#### **To appoint Secretarial Auditors of the Company**

The provisions of **Section 204** of the Companies Act, 2013 read with **Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**, and **Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, require every listed company to annex with its Board's report a Secretarial Audit Report issued by a Company Secretary in Practice.

The Board of Directors, on the recommendation of the Audit Committee, proposes to appoint **M/s A. Murarka & Co., Practising Company Secretaries (Firm Registration No. S1992WB10700)** as **Secretarial Auditors** of the Company, to conduct Secretarial Audit for a period of **five consecutive financial years**, starting from **financial year 2025-26 to 2029-30**.

M/s A. Murarka & Co. have consented to the proposed appointment and confirmed their eligibility under Section 204 of the Companies Act, 2013 and the rules made thereunder.

The Board recommends the passing of the resolution as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel (KMPs) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 to 9 of this Notice.

### **ITEM NO. 4**

#### **Appointment of Mr. Dinesh Shaw (DIN: 10826257) as an Independent Director**

The Board of Director has appointed Mr. Dinesh Shaw (DIN: 10826257) as an Additional Director on the Board of the Company, designated as Non-Executive Independent Director with effect from 29<sup>th</sup> May, 2025 for the term of five consecutive years i.e. upto 28<sup>th</sup> May, 2030, under sections 149, 150 and 152 of the Act and in line with the Articles of Association of the Company, subject to the approval of the shareholders.

Mr. Shaw shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier and is eligible for appointment as an Independent Director for a term of five consecutive years, subject to the approval of the Shareholders as required under the Listing Regulations.

The Company has received a notice from a Member under Section 160(1) of the Act indicating the intention to propose Mr. Shaw as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Shaw. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of a director by virtue of any SEBI Order or any other such authority and had registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs. Further details of Mr. Shaw have been given in the Annexure to this Notice.

In the opinion of the Board, Mr. Shaw is a person of integrity who has experience and expertise across industries for appointment on the Board, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations each as amended. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice

Mr. Shaw would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where he is a member. In addition, he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company. The profile and specific areas of expertise of Mr. Shaw forms part of this Notice.

None of the Directors or KMPs of the Company or their respective relatives other than Mr. Dinesh Shaw, to whom the Resolution relates are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 4 of the Notice.

Mr. Dinesh Shaw is not related to any Director or KMP of the Company. The Board recommends the Resolution set forth in Item No.4 for the approval of the Members of the Company by way of an Ordinary Resolution.

#### ITEM NO. 5

##### **Appointment of Mr. Abhishek Sharma (DIN:11043461) as an Independent Director**

The Board of Director has appointed Mr. Abhishek Sharma (DIN: 11042461) as an Additional Director on the Board of the Company, designated as Non-Executive Independent Director with effect from 29<sup>th</sup> May, 2025 for the term of five consecutive years i.e. upto 28<sup>th</sup> May, 2030, under sections 149, 150 and 152 of the Act and in line with the Articles of Association of the Company, subject to the approval of the shareholders.

Mr. Abhishek Sharma shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier and is eligible for appointment as an Independent Director for a term of five consecutive years, subject to the approval of the Shareholders as required under the Listing Regulations.

The Company has received a notice from a Member under Section 160(1) of the Act indicating the intention to propose Mr. Sharma as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Sharma In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of a director by virtue of any SEBI Order or any other such authority and had registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs. Further details of Mr. Shaw have been given in the Annexure to this Notice.

In the opinion of the Board, Mr. Sharma is a person of integrity who has experience and expertise across industries for appointment on the Board, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations each as amended. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice

Mr. Sharma would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where he is a member. In addition, he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company. The profile and specific areas of expertise of Mr. Shaw forms part of this Notice.

None of the Directors or KMPs of the Company or their respective relatives other than Mr. Abhishek Sharma to whom the Resolution relates are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 4 of the Notice.

Mr. Abhishek Sharma is not related to any Director or KMP of the Company. The Board recommends the Resolution set forth in Item No.4 for the approval of the Members of the Company by way of an Ordinary Resolution.

ITEM NO. 6

**To approve continuation of Mr. Vijay Kumar Maheshwari (DIN: 00705929) as Whole-Time Director who has attained the age of 70 years.**

Mr. Vijay Kumar Maheshwari has been associated with the Company for over 25 years and has contributed significantly to the Company's growth and operations.

During the financial year 2025–26, Mr. Maheshwari has attained the age of 70 years. In terms of Section 196(3)(a) of the Companies Act, 2013 and Regulation 17(1A) of SEBI (LODR) Regulations, 2015, the continuation of directorship of a person who has attained 70 years of age requires the approval of shareholders by way of a Special Resolution. The profile and specific areas of expertise of Mr. Maheshwari forms part of this Notice.

The Board recommends continuation of his current tenure as Whole-Time Director based on his performance, expertise, and leadership value to the Company. The resolution is therefore proposed for shareholders' approval.

Except Mr. Vijay Kumar Maheshwari and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

ITEM NO. 7.

**Authorization to Board for making of any Investment / giving any Loan or Guarantee / providing Security under Section 185 and 186 of Companies Act, 2013**

The Company, in its regular course of business, may be required to grant loans, make investments or give guarantees or provide securities to various persons or bodies corporate, including its subsidiaries, group companies, associates, joint ventures or other parties, including those in which one or more Directors of the Company may be deemed to be interested.

Under Section 185 of the Companies Act, 2013, as amended, a company is restricted from advancing any loan, including a loan represented by a book debt, or giving any guarantee or providing any security in connection with any loan taken by any person in whom any of the Directors are interested, unless a special resolution is passed by the shareholders of the Company and such loans are used by the borrower for its principal business activities.

Further, in accordance with Section 186 of the Act, approval of the shareholders by way of a special resolution is also required where the aggregate of loans, guarantees, investments and securities proposed to be made or given by the Company exceeds the threshold prescribed, i.e., 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 higher.

While the proposed limits for such transactions currently do not exceed the threshold prescribed under Section 186, the Company seeks a blanket approval from shareholders for operational flexibility and future requirements, especially in cases where loans or guarantees may be extended to related parties falling under Section 185.

Accordingly, the Board recommends the resolution as set out in Item No. 7 for approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their shareholding or interest in the entities involved (if any), are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 8

**Approval of Material Party Transaction with M/s Aayog Agro Private Limited**

M/s Aayog Agro Private Limited is a **group company** and qualifies as a "**Related Party**" under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). The Company proposes to enter into a related party transaction with M/s Aayog Agro Private Limited involving the granting of a loan up to an amount not exceeding **₹55.00 Crores (Rupees Fifty-Five Crores only)** during the financial year 2025–26 and thereafter, for its business purposes.

The following individuals are associated with Aayog Agro Private Limited:

- **Mr. Hitesh Chandak**, member and promoter of Aayog Agro Private Limited, is the **father of the Director** of Aayog Agro Private Limited.
- **Mr. Ankit Chandak** is the **brother of the Director** of Aayog Agro Private Limited.
- **Ms. Shradha Chandak** is a **member** of Aayog Agro Private Limited.

Given the above relationships, M/s Aayog Agro Private Limited qualifies as a Related Party under the Act. The transaction, though in the **ordinary course of business and on an arm's length basis**, exceeds the **materiality threshold** as prescribed under Regulation 23 of SEBI LODR Regulations (i.e., 10% of the annual consolidated turnover of the Company as per the latest audited financial statements), and therefore **requires prior approval of the shareholders by way of an Ordinary Resolution**.

The Audit Committee and the Board of Directors have approved the proposed transaction and recommend the resolution for the approval of the members.

Except to the extent of their respective shareholding or relationships with Aayog Agro Private Limited, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**Details in respect of the related party transactions as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are specified below:**

S.NO.	Particulars	Details
1	Name of Related Party	Aayog Agro Private Limited
2	Name of Director(s) or KMP related	Mrs. Shradha Chandak- Member of Aayog Agro Private Limited Mr. Hitesh Chandak – Member, Promoter and father of the Director of Aayog Agro Private Limited Mrs. Saroj Chandak – Member and mother of the Director of Aayog Agro Private Limited Mr. Dipesh Chandak – Member and father of the Director of Aayog Agro Private Limited
3	Nature of Relationship	Related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of SEBI LODR
4	Nature of Transaction	Granting of Loan
5	Material Term	On mutually agreed terms; interest (if any), tenure, and repayment terms to be decided by the Board
6	Value of Transaction	Upto ₹55.00 crore
7.	Whether transaction is at arm's length	Yes
8.	Whether the transaction is in ordinary cause of business	Yes
9.	Tenure and Commercial terms	As may be determined by the Board in the best interest of the Company,
10.	Any other information relevant	The transaction is proposed with proper checks, and Board believes it to be beneficial to the Company

ITEM NO. 9

**To provide Loan to M/s. Aayog Agro Private Limited, a Company in Which Directors of the Company are Interested in terms of Section 185 of Companies Act, .2013**

The Company proposes to grant a loan to **M/s Aayog Agro Private Limited**, a company in which certain Directors of the Company are deemed to be interested, up to an aggregate amount not exceeding **₹55.00 Crores** (Rupees Fifty-Five Crores only), in one or more tranches, for its business activities.

As per the provisions of **Section 185(2) of the Companies Act, 2013**, a Company may advance any loan, including represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Directors of the Company is interested, subject to the passing of a **Special Resolution** by the shareholders and provided that such loans are utilized by the borrowing company for its principal business activities.

M/s Aayog Agro Private Limited qualifies as such a related party due to the following relationships:

- **Mr. Hitesh Chandak**, member and promoter of Aayog Agro Private Limited, is the **father of the Director** of that Company.
- **Mr. Ankit Chandak** is the **brother of the Director**.
- **Ms. Shradha Chandak** is also a **member** of Aayog Agro Private Limited.

The Board considers this transaction beneficial and in the interest of the Company and recommends this resolution for the approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except to the extent of their interest as stated above, are in any way, financially or otherwise, concerned or interested in the resolution.

Particulars of the Loan (as per Section 185 & SS-2):

S.No.	Particulars	Details
1	Name of borrowing Entity	M/s Aayog Agro Private Limited
2	Amount of Loa Proposed	Upto Rs 55 crore
3	Purpose of Loan	For business operations and working capital requirements
4	Rate of interest	As may be determined by the Board but less than prevailing bank rate of interest per RBI
5	Security	Unsecured Loan
6	Relationship	Related party as per Section 2(76): Director is a member and family of other director
7	Terms & repayment	As mutually agreed between parties

ITEM NO. 10

**Mr. Ankit Chandak (DIN: 02061277)** was appointed as a **Whole-Time Director** of the Company for a term of **5 years from 1st September, 2022 to 31st August, 2027**, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board and members of the Company.

Considering his increasing responsibilities, long-standing contribution to the Company, and keeping in view industry standards and peer remuneration benchmarks, the Nomination and Remuneration Committee and Audit Committee have

recommended a **revision in the remuneration payable**, which may **exceed ₹2,50,000 per month**, with effect from a date to be decided by the Board, for the remainder of his term.

The revised remuneration will be in line with Schedule V to the Companies Act, 2013, and in the event of loss or inadequacy of profits in any financial year, such remuneration shall be considered as **minimum remuneration**, subject to compliance with applicable provisions of the Companies Act, 2013.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, any remuneration exceeding the limits specified therein requires shareholders' approval by way of **Special Resolution**.

Accordingly, the Board recommends the resolution set out in this Notice for your approval as a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mrs. Shradha Chandak and Mr. Ankit Chandak, are in any way, financially or otherwise, concerned or interested in the resolution

#### ANNEXURE TO THE NOTICE

Information pertaining to Director seeking reappointment as mentioned under Regulation 36(3) of SEBI (Listing Obligation and Disclosures) Regulation, 2015 and applicable Secretarial Standard -2

Particulars	Mr. Ankit Chandak	Mr. Dinesh Shaw	Mr. Abhishek Sharma	Mr. Vijay Kumar Maheshwari
<b>Director Identification Number</b>	02061277	10826257	11043461	00705929
<b>Date of Birth</b>	16/12/1985	11.04.1990	19.12.1985	07/07/1955
<b>Age</b>	39 years	35 years	39 years	70 years
<b>Date of first Appointment</b>	23/05/2012	29/05/2025	29/05/2025	11/10/2000
<b>Qualification</b>	Bachelor in Science and B.A. - Marketing	B.Com and Company Secretary	B. Com, CA finalist, CS and ICWA	B. Com (Bachelor of Commerce)
<b>Experience</b>	He has an experience of 2 decade in business and expertise in marketing	He is practicing Company Secretary, having an expertise in corporate law	He is a practicing Cost Accountant and having a expertise in finance and accounts	He has Three decades of experience in Accounting and Administration
<b>Directorship held in other companies</b>	MAHESHWARI TRADECOM PRIVATE LIMITED ABHIMANYOO BUSINESS PRIVATE LIMITED PRIX MERCANTILES PVT LTD ANKIT FISCAL SERVICES LIMITED KETAKI FINANCE LIMITED ANKIT INDIA LIMITED P.K.INDUSTRIES (TOOLS) PVT LTD	NORTHERN SPIRITS LIMITED	-	-

	SHARSHYAMUTI VANIJYA PRATISTHAN LTD			
Membership /chairmanships of Committees of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Audit committee of Ankit India Limited – Member	Audit Committee- Member Nomination and Remuneration Committee – Chairman CSR Committee- Member Stakeholder Committee of	Audit Committee: Chairman Nomination and Remuneration Committee – Member Stakeholder Committee – Member	Stakeholder Committee- Member CSR Committee: Member
Inter-se- relationship with other Directors and Key Managerial Personnel	Spouse of Mrs. Shradha Chandak	NIL	NIL	NIL
Remuneration		-	-	
No. of shares held in the Company	45700 shares			30500 Shares
Name of the from which the Directors has resigned in the past three years	NIL	NIL	NIL	Kadambari Dealtrade Private Limited
No. of Board Meeting attended	8 out of 8 in 2024-25 and 2 out of 4 in 2025-26			8 out of 8 in 2024-25 & 4 out of 4 in 2025-26

Registered Office:  
14A,5<sup>th</sup> Floor, FMC Fortuna  
AJC Bose Road, Kolkata – 700020

By order of the Board

Namrata Jain  
Company Secretary  
(Membership No: ACS 31963)

Date: 09.07.2025  
Place: Kolkata

**ANKIT INDIA LIMITED**

CIN: L15500WB1981PLC033900

Registered Office: FMC Fortuna, 14 A, 5th Floor, 234/3A, A.J.C. Bose Road, Kolkata 700020

Phone: (033) 2287-4360 Fax: +91 (33) 2281-0629

E-mail: ankit\_flour @ yahoo.com, Website: [www.ankitagro.com](http://www.ankitagro.com)**FORM NO : MGT - 11****PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L15500WB1981PLC033900  
Name of the company : Ankit India Limited  
Registered office : 234/3A, A.J.C. Bose Road, 'FMC Fortuna', 14A, 5th Floor, Kolkata - 700 020.

Name of the member (s) :  
Registered Address :  
E-mail Id :  
Folio No/ Client Id :  
DP ID :

I/We, being the member (s) of \_\_\_\_\_ shares of Ankit India Limited, hereby appoint;

1. Name :  
Address :  
E-mail Id :  
Signature: \_\_\_\_\_, or failing him
2. Name :  
Address :  
E-mail Id :  
Signature: \_\_\_\_\_, or failing him
3. Name :  
Address :  
E-mail Id :  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday 20<sup>th</sup> day of August, 2025 at 02.00 P.M. at 234/3A, A.J.C. Bose Road, 'FMC Fortuna', 14A, 5th Floor, Kolkata - 700 020, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed	For	Against
Ordinary Business			
1	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2025 and Reports of Board of Directors' and Auditors' thereon.		
2	To appoint a director in place of Mr. Ankit Chandak (DIN: 02061277), who retires by rotation in term of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.		
3.	To appoint M/s A. Murarka & Co., Practising Company Secretaries (Firm Registration No.: S1992WB10700) as the Secretarial Auditors of the		

	Company for a term of five consecutive financial years commencing from FY 2025-26 to FY 2029-30		
4.	Appointment of Mr. Dinesh Shaw (DIN: 10826257) as an Independent Director		
5.	Appointment of Mr. Abhishek Sharma (DIN:11043461) as an Independent Director		
6.	To approve continuation of Mr. Vijay Kumar Maheshwari (DIN: 00705929) as Whole-Time Director who has attained the age of 70 years.		
7.	Authorization to Board for making of any Investment / giving any Loan or Guarantee / providing Security under Section 185 and 186 of Companies Act, 2013		
8.	Approval of Material Party Transaction with M/s Aayog Agro Private Limited to grant the loan upto Rs 55 crore		
9.	To provide Loan to M/s. Aayog Agro Private Limited, a Company in Which Directors of the Company are Interested in terms of Section 185 of Companies Act, .2013		
10.	Revision of Remuneration of Ankit Chandak (DIN: <b>02061277</b> ), Whole-time Director and KMP		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2025

Signature of Shareholder :

Signature of Proxy holder(s) :

<p>Affix a Revenue Stamp of Re1/-</p>
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Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the full text of the aforesaid resolutions, statements and notes, please refer to the Notice including the explanatory statement if any, convening this Annual General Meeting of the Company.



**ANKIT INDIA LIMITED**

CIN: L15500WB1981PLC033900

Registered Office: FMC Fortuna, 14 A, 5th Floor, 234/3A, A.J.C. Bose Road, Kolkata700020

Phone: (033) 2287-4360 Fax: +91 (33) 2281-0629

E-mail: ankit\_flour @ yahoo.com, Website

**ATTENDANCE SLIP**

**(to be presented at the entrance)**

Name of Shareholder(in block letters)	Folio No./DP id& Client id	No. of Shares held

I/We hereby record my/our presence at the ANNUAL GENERAL MEETING of the Company to be held on Wednesday, 27<sup>th</sup> August, 2025 at 02.00 P.M. at 234/3A, A.J.C. Bose Road, 'FMC Fortuna', 14A, 5th Floor, , Kolkata – 700 020.

\_\_\_\_\_  
Signature of Member(s)/Proxy

Note : Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the ENTRANCE of the meeting venue.

------(tear here)-----

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	User Id	Password

**Note: The remote E-Voting period begins on Sunday, 24<sup>th</sup> August, 2025 at 09.00 A.M. and ends on Tuesday, 26<sup>th</sup> August, 2025 at 5.00 P.M. The E-Voting module shall be disabled by NSDL thereafter**

## ROUTE MAP TO THE AGM VENUE OF ANKIT INDIA LIMITED

