



ANIK INDUSTRIES LIMITED

(CIN: L24118MH1976PLC136836)

Registered Office: 610, Tulsiani Chambers, Nariman Point, Mumbai- 400 021

Phone: 022-22821161, 22824851-53-57-59-63, Fax: 022-22042865,

Email: anik@anikgroup.com, Website: www.anikgroup.com

POSTAL BALLOT NOTICE

TO THE MEMBERS OF THE COMPANY,

NOTICE is hereby given to the members of Anik Industries Limited (“the Company”), pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time, that the Special Resolution set out below are proposed to be passed by the Members by way of Postal Ballot/Electronic Voting (“e-voting”).

The Company has appointed Mr. L.N. Joshi, Practicing Company Secretary, Indore as a Scrutinizer for conducting postal ballot/ e-voting process in a fair and transparent manner.

Members’ consent is requested for the proposals contained in the Resolutions appended below. The Explanatory Statement under Section 102 of the Companies Act, 2013, pertaining to the said Resolutions, setting out material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form (“Form”) for your consideration.

You are requested to carefully read the instructions printed in the Form, record their assent or dissent and return the Form, in original duly completed and signed in the enclosed self addressed postage prepaid envelope so as to reach the Scrutinizer on or before 23rd April, 2016 by 5.00 P.M.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching Form(s). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the providing e-voting facility to all its members. Detailed instructions to use the e-voting facility are given in this Notice.

The Scrutinizer will submit his report to the Chairman or Managing Director of the Company after completion of the scrutiny of the Forms (including e-voting) and the results of the Postal Ballots will be announced on or before 26th April, 2016 through Notice Board at the Registered Office of the Company situated at 610, Tulsiani Chambers, Nariman Point, Mumbai-400021 (MH). The result will also be displayed on the Company’s website at www.anikgroup.com and communicated to the stock exchanges where the shares of the Company are listed. The Resolution(s), if approved, will be taken as passed effectively on the date of declaration of results.

RESOLUTION:-

Item No. 1 - Approval for sale and transfer of Dairy business of the Company:

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and subject to approval of lenders and statutory/ regulatory authorities as required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) for sale and transfer of the Dairy business of the Company being run at its plants situated at Dewas and Bhopal in the State of Madhya Pradesh and at Etah in the State of Uttar Pradesh with its assets and liabilities, with all transferable licenses, approvals, permissions and without any encumbrances, on a going concern basis to M/s B.S.A. International, Belgium or any of its affiliates for a lump sum consideration in cash of approximately Rs. 470 Crore (Rs. Four Hundred Seventy Crore) subject to adjustments in accordance with the Slump Sale Agreement.

RESOLVED FURTHER THAT the Company do utilize the sale proceeds of Dairy business to repay the loan amount to the lenders and for general corporate purposes of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the amount of consideration to be received, any amendment to the terms and conditions of such sale, transfer, to execute all the necessary agreements, deeds and other documents and to do all such acts, deeds and things as may be necessary, usual or expedient for giving effect to the above resolutions and also agree to any amendments thereto from time to time as it may think fit.”

Place: Indore
Date: 14.03.2016

By order of the Board of Directors
For Anik Industries Limited

Shailesh Kumath
Company Secretary

Notes:

1. The explanatory statement setting out the material facts in respect of the special business, as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. In case any member is desirous of obtaining a printed postal ballot form or a duplicate thereof, the same may be requested by sending an e-mail to anik@anikgroup.com. The Registrar and Transfer Agent/Company shall forward the same along with business reply envelope to the member.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on 18th March, 2016.
4. The postal ballot notice is being sent electronically by e-mail, to those members who have registered their e-mail addresses and PAN with the depositories and by permitted mode to all the remaining members whose names appear in the Company's Register of Members as at the close of the business hours on 18th March, 2016.
5. The Notice is also placed on the website of the Company i.e. www.anikgroup.com and on the website of Central Depository Services (India) Limited.
6. All the material documents referred to in the notice and explanatory statement are available for inspection by the members at the Company's Registered Office during business hours on all its working days from the date of dispatch of the notice till 23rd April, 2016.
7. Resolutions passed by the members through postal ballot voting facility (including voting through electronic means) shall be deemed to have been passed as if they have been passed at a general meeting of the members held on the date of declaration of result of postal ballot voting process by the Company.
8. Kindly note that Members can opt for only one mode of voting i.e. either by Postal Ballot Form or e-voting. In case of receipt of vote by both the modes, voting through e-voting shall prevail and voting by Postal Ballot Form shall be treated as invalid.
9. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

10. INSTRUCTIONS FOR VOTING:

Voting through Physical Postal Ballot Form:

- (i) The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, on or before Saturday, 23rd April, 2016 by 5.00 P.M., to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- (ii) The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

Voting through Electronic Means (e-voting):

The instructions for members voting electronically are as under:

- (i) The e-voting period begins on 10.00 a.m. on Friday, 25th March, 2016 and ends at 5.00 p.m. on Saturday, 23rd April, 2016. During this period members of the Company, holding shares either in physical form or in dematerialized form as on cut-off date i.e. 18th March, 2016 may cast their vote electronically. The e-voting module shall also be disabled by CDSL for voting thereafter.
- (ii) The shareholder should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details Or Date of Birth (DOB)	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. <ul style="list-style-type: none">• If 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of ANIK INDUSTRIES LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) If 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.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE

Explanatory Statement, as required under section 102 of the Companies Act, 2013.

Item No. 1:

The Board of Directors of Anik Industries Limited (“the Company”) at its meeting held on 07th March, 2016 has, inter alia, approved sale and transfer of the Dairy business of the Company being run at its plants situated at Dewas and Bhopal in the State of Madhya Pradesh and at Etah in the State of Uttar Pradesh with its assets and liabilities, with all transferable licenses, approvals, permissions, without any encumbrances, on a going concern basis to M/s B.S.A. International, Belgium or any of its affiliates for a lump sum consideration in cash of approximately Rs. 470 Crore (Rs. Four Hundred Seventy Crore) subject to adjustments in accordance with the Slump Sale Agreement. The Board has taken this Strategic decision due to high competition in Dairy business and opportunity of fetching a good consideration from a multinational dairy giant.

The sale proceeds are proposed to be used to repay the loan amount to the lenders and for general corporate purposes of the Company.

In terms of Section 180 (1) (a) of the Companies Act, 2013, the Board may sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company only with the consent of the members by way of special resolution. Pursuant to Section 108 read with section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 consent of the members is required through postal ballot/ e-voting.

The Board of Directors is of the opinion that the proposed sale of Dairy business is in the overall interest of the Company and accordingly recommends Special Resolution as set out at Item No. 1 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is directly or indirectly concerned or financially or otherwise interested in the Resolution.

Place: Indore
Date: 14.03.2016

By order of the Board of Directors
For Anik Industries Limited

Shailesh Kumath
Company Secretary



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(CIN: L24118MH1976PLC136836)

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Email: anik@anikgroup.com, Website: www.anikgroup.com

POSTAL BALLOT FORM

(Kindly read the instructions printed overleaf before filling the form)

Serial No.:

- (1) Name of Member :
(first name, in case of joint holding)
(in block letters)
- (2) Registered address :
- (3) DP ID No.& Client ID No.*/ :
Registered Folio no.
(* applicable to Members holding
shares in dematerialized form)
- (4) Number of Shares held :
- (5) I/We hereby exercise, my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 14th March, 2016, by conveying my/our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate box below :

Item	Description	No. of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
1.	Special Resolution under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder for authorizing the Board of Directors for sale and transfer Dairy business of the Company on a going concern basis to M/s B.S.A. International, Belgium or any of its affiliates for a lump sum consideration in cash of approximately Rs. 470 Crore (Rs. Four Hundred Seventy Crore) subject to adjustments in accordance with the Slump Sale Agreement.			

Place:

Date:

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	SEQUENCE NO.

Note: Last date for receipt of Postal Ballot Form by the Scrutinizer – Saturday, 23rd April, 2016

INSTRUCTIONS:

1. A Member desiring to exercise vote by postal ballot may complete the Postal Form and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, envelopes containing postal ballots, if deposited in person, or sent by courier at the expense of the Member will also be accepted. Members also have the option of casting their votes through electronic means. Such members may log on www.evotingindia.com and cast their vote, instructions for which are specified in detail in the Notice. The voting period begins on 10.00 a.m. on Friday, 25th March, 2016 and ends at 5.00 p.m. on Saturday, 23rd April, 2016. The e-voting module shall also be disabled by CDSL for voting thereafter. Voting through any other form or photocopy of the postal ballot form will not be considered valid.
2. This Postal ballot Form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/ Central Depository Service (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form respectively) by the first named member and in his absence, by the next named member.
3. Postal Ballot Form which are incomplete or unsigned or un-ticked or defective in any other manner are liable to be rejected.
4. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
5. Duly completed Postal ballot Forms should reach the Scrutinizer not later than the close of working hours at 5.00 p.m. on 23rd April, 2016. Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.
6. Voting rights with one vote per share shall be reckoned on the paid up value of shares registered in the name of the member as on 18th March, 2016.
7. In case of shares held by Companies, trust, societies etc, the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of duly authorized signatory giving requisite authority to the person voting on the Postal Ballot Form. In case of the Postal Ballot Form is signed by the holder of power of attorney for and on behalf of a member of the Company must be accompanied by the copy of Power of Attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office. If the same is already registered with the Company, please quote the Registration no. beneath the signature.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at point no.5 above.
9. Members may also note that the Notice of Postal Ballot will also be available on the Company's website i.e. www.anikgroup.com for their downloading.
10. Members are requested not to send any other paper along with the Postal ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The results of the Postal Ballots will be announced on or before 26th April, 2016 through Notice Board at the Registered Office of the Company situated at 610, Tulsiani Chambers, Nariman Point, Mumbai-400021 (MH). The result will also displayed on Company's website at www.anikgroup.com and communicated to the stock exchanges where the shares of the Company are listed.