

ANIK INDUSTRIES LIMITED

CIN: L24118MH1976PLC136836

Regd. Office: 610, Tulsiani Chambers, Nariman Point, Mumbai - 400021(MH), India

Phone: +91- 22821161, 22-22824851-53-57-59-63, 22886877, Fax: +91-22-22042865

E-mail: anik@anikgroup.com, Website: www.anikgroup.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting of Anik Industries Limited ("Company") will be held on Tuesday, 25th September, 2018 at 11:30 a.m. or soon after the conclusion of the AGM of the Company to be convened on the same date, whichever is later, at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai (Maharashtra)-400018 to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Approval of related party transaction

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the shareholders be and is hereby accorded to the investment of upto Rs. 120,00,00,000 (Rupees One Hundred Twenty Crores only) by the Company in M/s Mahakosh Property Developers ("**MPD**"), a partnership firm, in which the Company holds 21% (Twenty One Percent) partnership interest, in one or more tranches.

RESOLVED FURTHER THAT Mr. Ashok Kumar Trivedi, Whole-time director and Mr. Gautam Jain, CFO of the Company, be and are hereby severally authorized to: (i) negotiate, amend, accept changes to, finalize and execute the relevant documents including restated/amended partnership deed, letters, forms, applications, receipts, certified true copies etc., for and on behalf of the Company; (ii) perform the transactions contemplated therein; and (iii) do all such acts, deeds or things, as may be required to give effect to the aforesaid resolution."

By order of the Board of Directors

Place: Indore
Dated: 30th August, 2018

SHAILESH KUMATH
COMPANY SECRETARY

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A PERSON SHALL 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. MEMBER 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.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of item of the notice set out above, is annexed hereto.
5. Members are requested to complete the attendance slip and deliver the same at the entrance of the meeting hall.
6. Electronic copy of the Notice of Extra-Ordinary General Meeting is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Notice of Extra-Ordinary General Meeting is being sent in the permitted mode. Members are requested to update their e-mail address with depository participants (DP) for shares held in electronic form or with the Registrar and Transfer Agent at anik@sarthakglobal.com in case the shares are held in physical form.
7. **Remote E-Voting**
 - (I) In compliance with provisions of Section 108 of the Companies Act, 2013 read with the relevant Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Saturday, 22nd September, 2018 at 9.00 a.m. and ends on Monday, 24th September, 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 18th September, 2018 i.e. cut-off date (record date), may cast their vote electronically. The remote 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders/ Members.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first letter of their name and the 9 digits of the sequence number (which is printed on address sticker), in the PAN field. • In case the sequence number is less than 9 digits enter the applicable number of 0's before the number after the first character of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter R000000001 in the PAN field.
Dividend Bank Details OR 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"> • 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for “ANIK INDUSTRIES LIMITED” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from google playstore. Iphone and Windows phone users can download the app from the App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to 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.
- (xxi) 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.
- (II) (a) Mr. L. N. Joshi, FCS 5201, Practicing Company Secretary (CP No 4216) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (b) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, 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 make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favor or against,

if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

8. Voting is provided to the members through remote e-voting and at the extra-ordinary general meeting of the Company. A Member can opt for only one mode of voting i.e. either through e-voting or at the Extra-Ordinary General Meeting of the Company.
9. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
10. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail.
11. At the meeting, after all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for remote e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed.
12. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.anikgroup.com not later than 48 hours of conclusion of the Extra-Ordinary General Meeting of the Company and will be communicated to the Stock Exchange(s).
13. A route map and prominent land mark for easy location to the venue of EGM is attached to this Notice.

By order of the Board of Directors

Place: Indore
Dated: 30th August, 2018

SHAILESH KUMATH
COMPANY SECRETARY

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

Item No. 1

The Board of Directors (“**Board**”) discussed that M/s Mahakosh Property Developers (“**MPD**”), a partnership firm, in which the Company holds 21% (Twenty One Percent) partnership interest, has recently, successfully implemented a commercial project named “Active Business Park” which is part of a Mega Integrated Township Project being implemented at Tangra, Kolkata on the land of MPD. Under the said commercial project, the majority of the constructed area will be provided to a reputed retail chain in India and some area will be sold at good market rates to prospective buyers and thereby a significant profit is expected to be generated at MPD level. MPD proposes to expand its real estate business in Kolkata and surrounding areas and therefore, further investment by the Company in MPD would facilitate this objective. The Board deliberated that it would be a good investment opportunity for the Company to invest in MPD and expand its footprints in the real estate business in Eastern India. The Company already has presence in Kolkata where a residential project of service apartments and luxury residences in the name of ‘One Rajarhat’ is being implemented. The said project comprises of 320 apartments and the Company has received a good response in relation to the same. The Company has now identified Eastern Indian region for expansion of its real estate activities and therefore, proposes to make further investment in MPD to fully realize its expansion goals, subject to the approval of the shareholders of the Company and the audit committee. Pursuant to the further investment by the Company in MPD, the partnership interest of the Company in MPD will also increase and the Company will get more benefit in terms of increased profits in future from MPD.

The Board has resolved and accorded its consent to the Company to make an investment of upto Rs. 120,00,00,000 (Rupees One Hundred Twenty Crores only) in MPD, in one or more tranches, subject to the approval of the audit committee and the shareholders of the Company, at its Board Meeting held on August 30, 2018. Further, Audit committee also approved the same subject to approval of shareholder of the Company.

Given that MPD is a related party of the Company, pursuant to Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014,, the details of the related party that are required to be contained in the explanatory statement to be annexed to the notice of the general meeting are given below:

- (i) **Name of the related party:**
M/s Mahakosh Property Developers
- (ii) **Name of the director or key managerial personnel who is related, if any:**
Mr. Manish Shahra
- (iii) **Nature of relationship:**
Mr. Manish Shahra is Chairman and Managing Director of the Company and a partner holding 21% partnership interest in M/s. Mahakosh Property Developers, a partnership firm in which the Company is also a partner.
- (iv) **Nature, material terms, monetary value and particulars of the contract or arrangement:**
The Company will invest an amount of upto Rs. 120,00,00,000 (Rupees One Hundred Twenty Crores only) in MPD in one or more tranches subject to approval of the shareholders in the general meeting. Apart from aforesaid there is no contract or arrangement or any material terms relating to the proposed investment between the Company and MPD.

(v) **Any other information relevant or important for the member to take a decision on the proposed resolution:**

Although the proposed transaction is with a related party, the Company has carefully evaluated the proposed transaction and is approaching the shareholders of the Company after factoring in the plausible risks that may arise pursuant to the proposed investment.

The Board of Directors recommends the resolution as set out at Item No. 1 for the approval of members as an ordinary resolution.

Save and except Mr. Manish Shahra and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the above referred resolution.

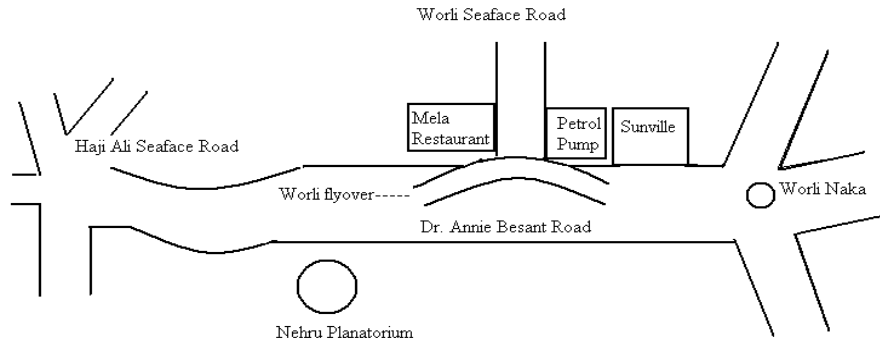
By order of the Board of Directors

Place: Indore
Dated: 30th August, 2018

SHAILESH KUMATH
COMPANY SECRETARY

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

Route Map to the EGM Venue



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 : L24118MH1976PLC136836
Name of company : **ANIK INDUSTRIES LIMITED**
Registered office : 610, Tulsiani Chambers, Nariman Point, Mumbai (MH) - 400021, India

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 the above named company, 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 Extra Ordinary General Meeting of the Company, to be held on the Tuesday, **25th September, 2018** at 11:30 a.m. or soon after the conclusion of the AGM of the Company to be convened on the same date, whichever is later, at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai- 400018 India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
Special Business	
1.	Approval of related party transaction.

Signed this..... day of..... 2018

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: 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.

ANIK INDUSTRIES LIMITED

CIN: L24118MH1976PLC136836

**Regd. Office: 610, Tulsiani Chambers, Nariman Point, Mumbai - 400021, India
Extra Ordinary General Meeting**

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING ON TUESDAY, 25TH SEPTEMBER, 2018

Registered Folio No/ Client Id No.

Full Name of Member (in BLOCK LETTERS)

No. of Shares held.....

I/We certify that I/We am/are registered shareholder/ proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai- 400018 India on Tuesday, 25th September, 2018.

(Member/proxy's Signature)

(Name in BLOCK LETTERS, if signed by proxy)

Note:

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.