SKP GROUP
Ankit Metal & Power Ltd.
CIN No. : L27101WB2002PLC094979

Corporate & Communication Office :
SKP HOUSE
132A, S.P. Mukherjee Road, Kolkata - 700 026
Telephone : +91-33-4016 8000/8100
Fax : +91-33-4016 8107
Email : info@ankitmetal.com
Web : www.ankitmetal.com

Works :
P.O.-Jorehira, P.S.-Chhatna,
Dist.-Bankura, Pin-722137
West Bengal
Telephone : (03242) 280593/280594

31st August, 2019

The Listing Department **BSE Limited** P.J. Towers, 25th floor Dalal Street Mumbai – 400 001 **BSE SCRIP CODE : 532870**	The Listing Department **National Stock Exchange of India Limited** Exchange Plaza Bandra Kurla Complex Mumbai – 400 051 **NSE SYMBOL : ANKITMETAL**

Dear Sir/Madam,

Sub: Notice of 17th Annual General Meeting

Further to our intimation dated 14th August, 2019 and in terms of the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Notice of 17th Annual General Meeting of the Company scheduled to be held on Wednesday, 25th September, 2019 at 1:00 p.m. at "Rotary Sadan", 94/2, Chowringhee Road, Kolkata – 700 020.

Further, the Company has fixed 18th September, 2019 as the cut-off date for remote e-voting. The remote e-voting period will commence on 22nd September, 2019 (9:00 a.m. IST) and ends on 24th September, 2019 (5:00 p.m. IST).

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Ankit Metal & Power Limited**

Vineeta Barmecha

Vineeta Barmecha
(*Company Secretary*)

Encl : As above

CC:

- **National Securities Depository Ltd.**, 4th Floor, 'A' Wing , Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
- **Central Depository Services (India) Ltd.**, 25th Floor, Marathon Futurex , N M Joshi Marg, Lower Parel (East), Mumbai - 400 013
- **Link Intime India Pvt. Ltd.**, 59C, Chowringhee Road, 3rd Floor, Kolkata - 700 001

ANKIT® TMT BARS

Notice

NOTICE is hereby given that the 17th Annual General Meeting of the members of the Company will be held on Wednesday, 25th September, 2019 at 1:00 p.m. at "Rotary Sadan", 94/2, Chowringhee Road, Kolkata - 700 020 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and the report of the Auditor's and Directors' thereon.

2. To appoint a Director in place of Mr. Ankit Patni (DIN: 00034907), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"**RESOLVED THAT** Mr. Sharat Malik (DIN:08529458) who was on the recommendation of the Nomination and Remuneration Committee, appointed by the Board of Directors as an Additional Director of the Company with effect from 14th August, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with schedule IV to the Act as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Mr. Sharat Malik (DIN:08529458), who meets the criteria for independence as provided under section 149(6) of the Act and regulation 16(1)(b) of the SEBI Listing Regulations, who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 14th August, 2019."

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

"**RESOLVED THAT** Mr. Debasish Mukherjee (DIN:08529465) who was on the recommendation of the Nomination and Remuneration Committee, appointed by the Board of Directors as an Additional Director of the Company with effect from 14th August, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with schedule IV to the Act as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Mr. Debasish Mukherjee (DIN:08529465), who meets the criteria for independence as provided under section 149(6) of the Act and regulation 16(1)(b) of the SEBI Listing Regulations, who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 14th August, 2019."

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

"**RESOLVED THAT** pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with schedule IV to the Act and regulation 16(1)(b) and 25 of the SEBI Listing Regulations, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Sujata Agarwal (DIN: 06833458), Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations and whose re-appointment is recommended by the Nomination and Remuneration Committee on the basis of performance evaluation, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five (5) consecutive years with effect from 23rd March, 2020 to 22nd March, 2025 after expiry of her present tenure, with an option to retire from the office at any time during the term of appointment.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

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

"**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and the Company's Policy on Related Party Transaction, approval of shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Impex Ferro Tech Limited, a related party within the meaning of section 2(76) of the Act and regulation 2(1)(zb) of the SEBI Listing Regulations, for purchase of Silico Manganese etc and sale of Manganese Ore, Dolomite, Pearl Coke etc., on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 200 Crores for the financial year 2019-20, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Director of the Company and to do all acts, deeds and things and take such steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

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

"**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and the Company's Policy on Related Party Transaction, approval of shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Rohit Ferro-Tech Limited, a related party within the meaning of section 2(76) of the Act and regulation 2(1)(zb) of the SEBI Listing Regulations, for purchase of MS Billets etc and sale of Scrap, Sponge Iron, Coke & Coal etc., on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 100 Crores for the financial year 2019-20, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Director of the Company and to do all acts, deeds and things and take such steps as may be deemed necessary, proper or expedient to give effect to this

resolution and matters incidental thereto."

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

"**RESOLVED THAT** pursuant to the provisions of section 148(2) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the remuneration of ₹ 35,000/- plus applicable taxes and re-imbursement of out of pocket expenses payable to Mr. S. Banerjee, Cost Accountant (Membership No. 9780), who has been re-appointed by the Board of Directors of the Company as Cost Auditor to conduct an audit of the cost accounting records maintained by the Company for the year ending 31st March, 2020 be and is hereby ratified."

By Order of the Board
For **Ankit Metal & Power Limited**

Place: Kolkata
Date: 14th August, 2019

Vineeta Barmecha
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 and clause 1.2.5 of Secretarial Standard 2 (SS-2) on General Meeting relating to Special Business to be transacted at the meeting is annexed hereto.
3. The relevant details, as required under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges; in respect of Directors seeking appointment/re-appointment at the AGM as Director under Item No. 2, 3, 4 and 5 is annexed hereto as additional information.
4. The cut-off date for voting purpose will be 18th September, 2019.
5. As required under SS-2 issued by the ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed to the Notice.
6. Pursuant to the provisions of section 72 of the Companies Act, 2013 and rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the unfortunate event of their death. Members holding shares in physical mode should file their nomination with the Company or with M/s. Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent (RTA) of the Company, at their address given in the Annual Report, whilst those members holding shares in demat/electronic mode should file their nomination with their Depository Participants (DPs).
7. Shareholders holding shares in physical form are requested to advice any change of address along with self-attested copy of address proof immediately to the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Pvt. Ltd., 59C, Chowringhee Road, 3rd Floor, Kolkata - 700 020 and to their respective DPs in respect of equity shares held in dematerialised form.
8. Pursuant to section 113 of the Companies Act, 2013 and rules framed thereunder, the corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified

copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.

9. Members/ Proxies are requested to bring their attendance slip duly signed as per the specimen signature recorded with the Company/ DPs for attending the AGM.

10. In all correspondence with the Company, members holding shares in dematerialised form are requested to write their DP ID and Client ID and in case shares are held in physical mode, members are requested to quote their folio number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

11. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least ten (10) days before the meeting so that the same could be complied in advance.

12. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and bank account details for all members holding shares in physical form. Therefore, the members are requested to submit their PAN and bank account details to the Company at its corporate office or to M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent (RTA) of the Company. In this regard, the members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered members (including joint holders). Members are also requested to submit original cancelled cheque, bearing the name of the sole/ first holder. In case of inability to provide the original cancelled cheque, a copy of bank passbook/ statement of the sole/ first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participants(DPs).

13. As per regulation 40 (7) of the SEBI Listing Regulations read with schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and/ or for off market/ private transactions involving transfer of shares in physical mode for listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company/RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s)/ nominee(s).

14. The Ministry of Corporate Affairs (MCA), Government of India, has introduced a 'Green Initiative in Corporate Governance' by allowing paperless compliances by the Companies for service of documents to their members through electronic mode, which will be in compliance with section 20 of the Companies Act, 2013 and rules framed thereunder.

15. Since the securities of the Company are compulsorily tradable in electronic form, to ensure better investor service and elimination of risk of holding securities in physical form, it is requested that the members holding shares in physical form to get their shares dematerialised at the earliest.

16. All documents referred to in the Notice and the explanatory statement will be available for inspection by the members at the Company without payment of fees at the corporate office on all working days except Saturday and public holidays between 11:00 a.m. to 2:00 p.m. upto the date of Annual General Meeting (AGM) of the Company and shall also be available at the venue of the AGM.

17. Electronic copy of the Notice of the 17th annual general meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Company/Depository Participants(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 17th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.

18. Electronic copy of the Annual Report for 2019 is being sent to all the members whose email ids 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 email address, physical copies of the Annual Report for 2019 is being sent in the permitted mode. Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014 and as amended from time to time, requires a Company to provide advance opportunity at least once in a financial year, to the member to register his/her email address and any changes therein. In compliance with the same, we request the members who do not

have their email id registered with the Company to get the same registered with the Company at the earliest possible. Members are also requested to intimate to the Company, the changes, if any, in their email address. The Annual Report of the Company, circulated to the members of the Company, will also be made available on the Company's website i.e. www.ankitmetal.com

19. The Securities and Exchange Board of India (SEBI) by amendment to regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated 8th June, 2018 has mandated that transfer of securities would be carried out only in dematerialised form only except in case of transmission or transposition of securities. Therefore, the members holding shares in physical forms are requested to dematerialise their securities accordingly.

20. In compliance with the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time read with regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) on General Meetings, the members are informed that the Company is pleased to offer e-voting facility to cast the vote electronically. The Company has made necessary arrangement with the Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The e-voting facility is available at the link www.evotingindia.com vide the EVSN 190819069.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 9.00 a.m. of 22nd September, 2019
End of e-voting	Up to 5.00 p.m. of 24th September, 2019

E-voting shall not be allowed beyond 5.00 p.m. of 24th September, 2019.

The detailed procedure is mentioned below. For the aforesaid purpose the Company has appointed M/s. K. C. Dhanuka & Co., Practicing Company Secretaries for scrutinising the e-voting process in a true and transparent manner.

21. E-voting Procedure

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 22nd September, 2019 at 9:00 a.m. and ends on 24th September, 2019 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 18th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders".

(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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). • 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 record in order to login. • 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 (iv).

(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 the relevant <ANKIT METAL & POWER 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 a 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 Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. 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.) and Custodian 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 scrutiniser 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.

DISTRIBUTION OF GIFTS

Attention of the members is drawn that in conformity with the regulatory requirements, the Company will **NOT** be distributing any gift, gift coupons or cash in lieu of gifts at the Annual General Meeting (AGM) or in connection therewith.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD 2 (SS-2)

Item No. 3

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Sharat Malik (DIN:08529458) as an Additional Director of the Company and also Independent Director, not liable to retire by rotation, for a term of five years i.e. from 14th August, 2019 up to 13th August, 2024 subject to approval of the members. Pursuant to the provisions of section 161(1) of the Act, Mr. Malik shall hold office up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as a Director. The Company has, in terms of section 160 of the Act, received in writing a notice from member, proposing his candidature for the office of Director.

The profile and specific areas of expertise of Mr. Malik are provided as Annexure to this Notice. Mr. Malik has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI Listing Regulations and is eligible to be appointed as a Director in erms of section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr. Malik is a person of integrity, possesses the relevant expertise/experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Malik on the Board of the Company and accordingly the Board recommends the appointment of Mr. Malik as an Independent Director as proposed in the resolution set out at item no. 3 for approval by the members. The terms and conditions of appointment of the Independent Director shall be open for inspection by the members at the Corporate Office of the Company on all working days except Saturday and public holidays, between 11:00 a.m. to 2:00 p.m. upto the date of the AGM and shall also be avalaible at the venue of the AGM.

None of the Directors/Key Managerial Personnel of the Company or their relatives, except Mr. Malik, being appointee, are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.3 of the Notice.

The Board recommends the resolution set out at item no. 3 of the Notice for approval by the shareholders.

Item No. 4

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Debasish Mukherjee (DIN:08529465) as an Additional Director of the Company and also Independent Director, not liable to retire by rotation, for a term of five years i.e. from 14th August, 2019 up to 13th August, 2024

subject to approval of the members. Pursuant to the provisions of section 161(1) of the Act, Mr. Mukherjee shall hold office up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as a Director. The Company has, in terms of section 160 of the Act, received in writing a notice from a member, proposing his candidature for the office of Director.

The profile and specific areas of expertise of Mr. Mukherjee are provided as Annexure to this Notice. Mr. Mukherjee has given his declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act and regulation 16(1)(b) of the SEBI Listing Regulations and is eligible to be appointed as a Director in terms of section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr. Mukherjee is a person of integrity, possesses the relevant expertise/experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Mukherjee on the Board of the Company and accordingly the Board recommends the appointment of Mr. Mukherjee as an Independent Director as proposed in the resolution set out at item no. 4 for approval by the members. The terms and conditions of appointment of the Independent Director shall be open for inspection by the members at the Corporate Office of the Company on all working days except Saturday and public holidays, between 11:00 a.m. to 2:00 p.m. upto the date of the AGM and shall also be avalaible at the venue of the AGM.

None of the Directors/Key Managerial Personnel of the Company or their relatives, except Mr. Mukherjee, being appointee, are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.4 of the Notice.

The Board recommends the resolution set out at item no. 4 of the Notice for approval by the shareholders.

Item No. 5

Pursuant to the provisions of section 149 and 152 read with schedule IV of the Companies Act, 2013, Mrs. Sujata Agarwal (DIN: 06833458) was appointed as an Independent Directors for period of 5 years by the members at the 13th AGM of the Company held on 29th September, 2015 till 22nd March, 2020.

As per section 149(10) of the Companies Act, 2013, Independent Directors can be re-appointed for another term of upto five consecutive years only by passing of a special resolution in general meeting.

Based on the performance evaluation, the recommendation of the Nomination and Remuneration Committee and as per the provisions of section 149, 152 read with schedule IV and other applicable provisions of the Act and SEBI Listing Regulations, Mrs. Sujata Agarwal is eligible for re-appointment for a second term of five consecutive years with effect from 23rd March, 2020 to 22nd March, 2025. In opinion of the Board, Mrs. Sujata Agarwal proposes to be re-appointed, fulfils the conditions specified in the Act and the rules made thereunder and that the proposed Director is Independent of the management. The Board considers that her continued association would be of immense benefit to the Company.

Mrs. Sujata Agarwal has submitted her declaration of independence as required under the provisions of section 149(6) of the Companies Act, 2013 and regulation 16(b) of the SEBI Listing Regulations and is not disqualified to be appointed as Director.

The Company has received notice under section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Sujata Agarwal as Independent Director of the Company.

The terms and conditions are open for inspection by the members at the corporate office of the Company on all working days except Saturday and public holidays between 11.00 a.m. to 2.00 p.m. upto the date of the AGM and shall also be available at the venue of the AGM.

None of the Directors/Key Managerial Personnel of the Company or their relatives except Mrs. Sujata Agarwal, being appointee, are in any way, concerned or interested, financially or otherwise, in the Resolution set out at item no. 5 of the Notice.

The Board recommends the resolution set out at item no. 5 of the Notice for approval by the shareholders.

Item No. 6

To ensure stability of supplies in terms of quality and logistics, the Company proposes to enter into transaction(s) with Impex Ferro Tech Limited (IFTL), which is a Group Company. The total value of the proposed transaction(s) could reach to ₹ 200 Crores during the financial year 2019-20.

Section 188 of the Act and the applicable rules framed thereunder provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Impex Ferro Tech Limited (IFTL) being Group Company of Ankit Metal & Power Limited (AMPL), accordingly, transaction(s) entered into with IFTL comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act, applicable rules framed thereunder read with the SEBI Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by the Company with IFTL in the financial year 2019-20.

Pursuant to rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, particulars of the transactions with IFTL are as follows:

Sl. No.	Particulars	Remarks
1	Name of the Related Party	Impex Ferro Tech Limited (IFTL)
2	Name of the Director or KMP who is related	Mr. Suresh Kumar Patni and Mr. Ankit Patni
3	Nature of relationship	Group Company
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of Silico Manganese etc. and Sale of Manganese Ore, Dolomite, Pearl Coke etc. Monetary value of proposed aggregate transaction(s) during financial year 2019-20 is expected to be ₹ 200 Crores.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Above materials are used for trading purpose.

None of the Directors/ Key Managerial Personnel of the Company or their relatives, other than as mentioned above are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the Notice.

The Board recommends the resolution set out at item no. 6 of the Notice for approval by the shareholders.

Item No. 7

To ensure stability of supplies in terms of quality and logistics, the Company proposes to enter into transaction(s) with Rohit Ferro-Tech Limited (RFTL), which is a Group Company. The total value of the proposed transaction(s) could reach to ₹ 100 Crores during the financial year 2019-20.

Section 188 of the Act and the applicable rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Rohit Ferro-Tech Limited (RFTL) being Group Company of Ankit Metal & Power Limited (AMPL), accordingly, transaction(s) entered into with RFTL comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act, applicable rules framed thereunder read with the SEBI Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by the Company with RFTL in the financial year 2019-20.

Notice

Pursuant to rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, particulars of the transactions with RFTL are as follows:

Sl. No.	Particulars	Remarks
1	Name of the Related Party	Rohit Ferro-Tech Limited (RFTL)
2	Name of the Director or KMP who is related	Mr. Suresh Kumar Patni and Mr. Ankit Patni
3	Nature of relationship	Group Company
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase of MS Billets etc. and Sale of Scrap, Sponge Iron, Coke and Coal etc. Monetary value of proposed aggregate transaction(s) during financial year 2019-20 is expected to be ₹ 100 Crores.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Above materials are required for production.

None of the Directors/ Key Managerial Personnel of the Company or their relatives, other than as mentioned above are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the Notice.

The Board recommends the resolution set out at item no. 7 of the Notice for approval by the shareholders.

Item No. 8

As recommended by the Audit Committee, Board of Directors had re-appointed Mr. S. Banerjee, Cost Accountant (Membership No. 9730), being eligible and having sought re-appointment, as Cost Auditor of the Company, at a remuneration of ₹ 35,000/- plus applicable taxes and re-imbursement of out of pocket expenses incurred by them to conduct an audit of the cost accounting records maintained by the Company for the current financial year beginning from 1st April, 2019 and ending on 31st March, 2020.

In terms of section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014, the aforesaid remuneration is required to be ratified by the members.

None of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.8 of the Notice.

The Board recommends the resolution set out at item no. 8 of the Notice for approval by the shareholders.

ADDITIONAL INFORMATION:

Details of the Directors seeking Appointment/Re- Appointment:

[In pursuance to regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Clause 1.2.25 of Secretarial Standard on General Meetings (SS-2)]

Name of Director	Mr. Ankit Patni	Mr. Sharat Malik	Mr. Debasish Mukherjee	Mrs. Sujata Agarwal
Date of Birth (age)	13th January, 1985 (33 years)	9th August, 1968 (51 Years)	24th April, 1963 (56 Years)	22nd November, 1979 (39 years)
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	15th December, 2015	14th August, 2019	14th August, 2019	23rd March, 2015
Brief Resume	He is a B.Com, CFA and MBA and had started his career by associating with Ankit Metal & Power Limited.	He has a Diploma in Hotel Management and also a Proprietor of Export and Import firm.	He is a B.Com Graduate having an experience of around a decade in accounting and finance.	Dr. Sujata Agarwal, a Doctorate (Ph.D) in Management Studies is also a gold medalist in Public relations. By profession, she is the Business Head for Oriental Flowers.

Notice

Name of Director	Mr. Ankit Patni	Mr. Sharat Malik	Mr. Debasish Mukherjee	Mrs. Sujata Agarwal
Experience (including nature of his expertise in specific functional areas)	He has a good amount of experience in the matters of finance, raw material procurements and marketing.	Hotel Management and Property Business	Wide experience in Accounting and finance.	She has interest in motivational talks and management field. She has undergone Leadership Training Programs with eminent Personalities. Dr. Sujata Agarwal has been an all rounder Professional and associated with many various forums from her young age.
Terms & Conditions of reappointment	As per the Agreement executed between the Company and Mr. Ankit Patni dated 30th May, 2018. (It is open for Inspection for all Shareholders on all working days except Saturday between 11.00 a.m. to 2.00 p.m. upto the date of Annual General Meeting of the Company)	As per the Letter of Appointment.	As per the Letter of Appointment.	As per the Letter of Appointment.
Details of Remuneration sought to be paid	₹ 5,00,000/- per month	-	-	-
Remuneration last drawn	₹ 5,00,000/- per month	-	-	-
No. of Meetings of the Board attended during the year	Eleven (11)	-	-	Nine (9)
Disclosure of relationships between Directors inter-se	Mr. Ankit Patni is son of Mr. Suresh Kumar Patni who is a Non-Executive Promoter Director and the Chairman of the Company.	None	None	None
Directorships in other Listed Companies	1.Rohit Ferro Tech Limited 2.Impex Ferro Tech Limited	1.Rohit Ferro-Tech Limited 2.Impex Ferro Tech Limited	1.Impex Ferro Tech Limited	1.Rohit Ferro-Tech Limited 2.Impex Ferro Tech Limited
Membership of the Committees of the Board of other Listed Companies**	**In Impex Ferro Tech Limited** - Member in Audit Committee - Member in Nomination & Remuneration Committee	-	**In Impex Ferro Tech Limited** - Member in Audit Committee - Member in Stakeholders' Relationship Committee	**In Rohit Ferro-Tech Limited** - Member in Audit Committee - Chairman in Nomination & Remuneration Committee **In Impex Ferro Tech Limited** - Chairman in Audit Committee - Member in Nomination & Remuneration Committee - Chairman in Stakeholders' Relationship Committee
Shareholding of Director	20,60,100	-	-	-

** Committee herein refers Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee.

ROUTE MAP OF AGM VENUE

Ankit Metal & Power Limited

CIN: L27101WB2002PLC094979

Regd. Office: 35, Chittaranjan Avenue, Kolkata - 700 012

Corp. Office: 'SKP House', 132A, S.P. Mukherjee Road, Kolkata - 700 026

ATTENDANCE SLIP

Name :

Address :

Serial No.:

Share Holding :

Name(s) of Joint Holder(s), if any :

Folio/DP ID & Client ID No. :

I/We hereby record my/our presence at the **17th Annual General Meeting held on Wednesday, 25th September, 2019 at 1:00 p.m. at "Rotary Sadan", 94/2,Chowringhee Road, Kolkata - 700 020.**

…… Name of Proxy (in BLOCK LETTERS)

…… Signature of Shareholder/Proxy Present

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the meeting.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	PAN [Original or as per point no.21 (viii) of e-voting instructions]
190819069		

Please refer the AGM Notice for E-voting instructions.

Ankit Metal & Power Limited

CIN: L27101WB2002PLC094979

Regd. Office: 35, Chittaranjan Avenue, Kolkata - 700 012

Corp. Office: 'SKP House', 132A, S.P. Mukherjee Road, Kolkata - 700 026

PROXY FORM-MGT-11

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

17TH ANNUAL GENERAL MEETING ON WEDNESDAY, 25TH SEPTEMBER, 2019 AT 1:00 P.M.

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

I/We, being the member(s), holding…….shares of Ankit Metal & Power Limited hereby appoint :

(1) Name…….....Address……

E-mail Id…….....Signature……or failing him/her

(2) Name…….....Address……

E-mail Id…….Signature……or failing him/her

(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 17th Annual General Meeting of the Company, to be held on Wednesday, 25th September, 2019 at 1:00 P.M. at "Rotary Sadan", 94/2, Chowringhee Road, Kolkata – 700 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional * For	Optional * Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and the report of the Auditors & Directors' thereon.		
2.	To appoint a Director in place of Mr. Ankit Patni (DIN: 00034907) who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
3.	Ordinary Resolution for appointment of Mr. Sharat Malik (DIN: 08529458) as a Non-Executive Independent Director of the Company.		
4.	Ordinary Resolution for appointment of Mr. Debasish Mukherjee (DIN: 08529465) as a Non-Executive Independent Director of the Company.		
5.	Special Resolution for re-appointment of Mrs. Sujata Agarwal (DIN: 06833458) as a Non-Executive Independent Director of the Company for a second term of five (5) consecutive years w.e.f. 23rd March, 2020.		
6.	Ordinary Resolution for approval of Related Party Transaction with Impex Ferro Tech Limited.		
7	Ordinary Resolution for approval of Related Party Transaction with Rohit Ferro-Tech Limited.		
8.	Ordinary Resolution for ratification of remuneration payable to Mr. S. Banerjee (Membership No. 9780), Cost Accountant, as the Cost Auditor of the Company for the financial year 2019-20.		

Signed this …….day of ……..…….2019.

Member's Folio /DP ID & Client ID No……Signature of Shareholder (s)……

Signature of Proxy holder(s)……..……

Affix Revenue Stamp

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

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 17th Annual General Meeting.

*3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolution' your proxy will be entitled to vote in the manner as he/she thinks appropriate.