



Ankur Marketing Limited

L52110WB1985PLC240038

Regd. Off : 210 Ruby Park, Kasba Rathtala, Kolkata - 78

NOTICE OF 40TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th Annual General Meeting of the Members of Ankur Marketing Limited (the 'Company') will be held at a shorter Notice at its registered office on Thursday the 25th day of September, 2025 at 12:00 P.M. to transact the following business:

ORDINARY BUSINESS:

1) ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors ('the Board') and Auditors thereon.

2) RE-APPOINTMENT OF RETIRING DIRECTOR:

To appoint a Director in place of Ms. Usha Tibrewal (DIN: 01292172), who retires by rotation, and being eligible, offers herself for re-appointment, and in this regard the following resolution is passed as an Ordinary Resolution:

"RESOLVED THAT Ms. Usha Tibrewal (DIN: 01292172), director who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company."

SPECIAL BUSINESS:

3) TO APPOINT M/S. ARUN KUMAR MAITRA & CO. PRACTISING COMPANY SECRETARIES, AS 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 of the Companies Act, 2013 read with rule 9 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, including any statutory modification or re-enactment thereof from time to time, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company accorded at their respective meetings held on May 29, 2025, M/s. Arun Kumar Maitra & Co., Practicing Company Secretaries having office at 6/1, Merlin Park, Ballygunge Phari Kolkata-700019 be and are hereby appointed as Secretarial Auditor of the Company for a term of 5 consecutive financial years commencing from 1st April 2025 to 31st March 2030 at remuneration as decided by the Board.

RESOLVED FURTHER THAT any director of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to the above said resolution and to file necessary documents and forms with the concerned authority and/or department, if required."



E : ankurmarketing85@gmail.com

W : www.ankurmarketing.com, Contact no : 033 7130 0203

4) INCREASE IN CEILING OF MANAGERIAL REMUNERATION

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

“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act 2013 and other applicable provisions of the Act, if any, including any statutory modifications, amendments or re-enactments thereof, and approval of the members of the company be and is hereby accorded to increase the overall Limit of Managerial Remuneration payable by the company in respect of any Financial Year to all the directors of the company including Managing Director, Whole Time Director above 11% of Net Profit of company as mentioned in the provision in Schedule V of the Companies Act, 2013.

“FURTHER RESOLVED THAT Alok Tibrewal (DIN-00849280) the director of the company, be and is hereby empowered and authorised to take steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary , proper, expedient or incidental for giving effect to this resolutions and to file necessary E-Forms with Registrar of Companies.”

5) APPROVAL OF RELATED PARTY TRANSACTIONS:

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

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions if any, of the Companies Act, 2013 and rules made there under and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), consent of the shareholders of the company be and is hereby accorded to the contracts/ arrangements/ transactions to be entered into any of the related parties on the terms as mentioned in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Committee thereof, be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with related party and execute such agreements, documents, and writings and to make such filings, as may be necessary for the purpose of giving effect to this resolution, in the best interests of the Company.”

6) APPOINTMENT OF MS. SNEHA BHATI (DIN: 10946775) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161(1) read with schedule IV along with Companies (Appointment and Qualifications of Directors) Rules, 2014, and other applicable provisions, sections, rules of Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,



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2015 ("the Listing Regulations") (including any Statutory modifications or re-enactment thereof for the time being in force), Ms. Sneha Bhati (DIN: 10946775) who was appointed as an Independent, Additional Director of the Company by the Board of Directors w.e.f. 14.02.2025 whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years commencing from 14.02.2025.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

By order of the Board of Directors

For Ankur Marketing Limited

Date: 16.09.2025
Place: Kolkata

Indrani Roy
Company Secretary and Compliance Officer
Membership Number: A71238



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 hours before the commencement of the Meeting.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 person or shareholder.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto.

3. Attendance Slip, Proxy Form and the Route Map of the venue of the meeting are annexed herewith.

4. Members/Proxies/Authorised Representatives should bring the Attendance Slip duly filled in for attending the meeting.

5. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and rules framed thereunder, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 19, 2025 to Thursday, September 25, 2025, both days inclusive.

a) All those Beneficial Owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on September 19, 2025;

b) All those members holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/ Share Transfer Agent (i.e. ABS Consultants Pvt. Ltd.) on or before the close of business hours on September 19, 2025.

7. Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received in case of transmission or transposition of securities. Therefore, Members holding shares in Physical Form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares.



8. In line with the MCA Circulars and SEBI Circular, the Notice of the 40th AGM will be available on the website of the Company at www.ankurmarketing.com and may also be accessed from the relevant section of the websites of the Stock Exchange i.e, MSEI at www.msei.in The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 40th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

10. 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 R&T Agent or to the Registered Office of the Company.

11. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

12. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the AGM and the Annual Report for the year 2024-2025 including therein the Audited Financial Statements for year 2024-2025, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

a. For Members holding shares in physical form, please register the same by uploading the necessary documents with ABS Consultant Pvt. Ltd.

b. For the Members holding shares in demat form, please update your email address through your respective Depository Participants.

The Annual Report of the Company for the year 2024-2025 will also be made available on the Company's website at www.ankurmarketing.com.

13. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

14. Members holding shares in physical form are requested to quote their Folio No. and in case shares are held in dematerialized form, members are requested to quote their Client ID and DP ID Nos. in all communications with the Company.



15. Members seeking any information with regard to the Financial Statements are requested to write to the Company at least seven (7) days before the Meeting, so as to enable the Management to keep the information ready at the ensuing Annual General Meeting.

16. Pursuant to provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 22nd September, 2025 at 10:00 A.M. and ends on 24th September 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. 18th September 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 18th September 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	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . 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



demat mode
with NSDL.

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

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.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.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. 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. 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  App Store  Google Play  
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 and click on login icon & New System Myeasi Tab and then user your existing my easi username and 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 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 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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.co.in 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 mohata.shrikant@gmail.com with a copy marked to 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 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 or call on.: 022 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager at 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 ankurmarketing85@gmail.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 ankurmarketing85@gmail.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 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.



EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTIONS

Annexed to the Notice Convening the Fortieth Annual General Meeting to be held on 25th September, 2025.

Item No. 3

Appointment of Secretarial Auditor

The Board of Directors of the Company ("the Board"), based on the recommendation of the Audit Committee, at its meeting held on 29.05.2025 has approved and recommended the appointment of M/s. **Arun Kumar Maitra & Co.**, Practicing Company Secretaries as the Secretarial Auditors of the company for a term of five consecutive years to conduct the Secretarial Audit of the company for the Financial Year 2025-2026 to Financial Year 2029-2030 in terms of the Act, read with the SEBI Listing Regulations and the Circulars issued by the Regulators from time to time.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

M/s. Arun Kumar Maitra & Co. is a firm of Practising Company Secretaries in Kolkata that provides services in corporate laws, secretarial laws and compliance services. He has experience and is serving wide range of services in the location of Kolkata.

The proposed Secretarial Auditors have given their consent and have also confirmed compliance with the conditions prescribed under Regulation 24A of Listing Regulations. Approval of members is required for appointment of the Secretarial Auditors by means of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their respective relatives have any interest, financial or otherwise in this resolution.

Item No. 4

Increase in ceiling of Managerial Remuneration

As per section 197 of the Companies Act 2013 as amended by Companies Amendment Act 2017 which has become effective since September 2018, total managerial remuneration payable by the company to its directors including Managing Director, Whole Time Director and Manager in respect of any Financial Year may exceed 11% of the net profit of the company calculated as per Section 198 of the Companies Act 2013, provided that the same has been approved by the shareholders of the company by way of Special Resolution. The requirement of Central Government approval which was hereto required has been done away with.



Pursuant to recommendation of Nomination and Remuneration Committee, the Board of the Directors of the Company in its meeting on 14th February 2025 recommends to increase the overall limit of managerial remuneration payable by the company in respect of any financial year in matter laid down in section 198 of Companies Act, 2013.

Accordingly the board recommended the Special Resolution set out in Item No. 4 for approval of members.

None of the Directors or KMP including their relatives is interested in resolution financially or otherwise except to the extent of their shareholding, if any, in the company.

Item No. 5

Approval for entering into Related Party Transactions

During the normal course of business company needs to enter into various transactions with certain related party. Although the management of the company endeavors to undertake the transactions at Arm's Length Price, however, at times it may happen that establishing the Arm's Length Price is very difficult or not possible because of peculiar nature of transactions and such transactions may attract the provisions of Section 188 of Companies Act 2013.

All entities falling under definition of Related Party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.

The Board recommends the Resolution set forth in Item no. 5 for the approval of members.

Item No. 6

Appointment of Ms. Sneha Bhati (DIN: 10946775) as an Independent Director

Based on the recommendations of the Nominations and Remuneration Committee, the Board of Directors of the Company vide meeting dated 14.02.2025 has appointed Ms. Sneha Bhati (DIN: 10946775) as an Independent, Additional Director of the Company for a term of 5 (Five) years, which is effective from 14.02.2025.

Ms. Sneha Bhati has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act. In the opinion of the Board, Ms. Bhati fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and she is Independent of the management. A brief profile of Ms. Bhati is provided below.

None of the Directors or KMP including their relatives except Ms. Sneha Bhati are concerned or interested in this resolution financially or otherwise except to the extent of their shareholding, if any, in the company.



Additional information on directors recommended for appointment as required under Regulation 36 of SEBI (LODR) Regulations and applicable secretarial standards

Name of the Director	Ms. Sneha Bhati
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment as Independent Director
Date of appointment/ re-appointment, cessation (as applicable) & term of appointment/ re-appointment	W.e.f. 14.02.2025 for a term of 5 (five) consecutive years. Appointed as an Additional Director (Non- Executive Independent) of the Company to hold office in terms of Section 161(1) of the Companies Act, 2013 (as amended)
Brief Profile	Ms. Sneha Bhati is a Commerce graduate from the University of Calcutta. She have been in the Sales & Marketing Business for the past 4 years. She is highly-organized Business Development Manager experienced in working on inbound and outbound sales generation.
Disclosure of relationships between directors (in case of appointment of a Director)	Not related to any Director of the Company.
Information as required under BSE circular no. LIST/COMP/14/2018-19, dated June 20, 2018	Ms. Sneha Bhati is not debarred from holding the office of Director by any SEBI order or any other such authority.



ANNEXURE-1

Details of Director seeking Appointment/ Re-appointment as set out in this Notice
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India)

Name of the Director	Usha Tibrewal
Age	52 years
Date of Birth	10/12/1972
DIN	01292172
Date of Appointment in company	08/07/2003
Qualifications	Graduate in Commerce
Nature of her expertise in specific functional area	Mrs. Usha Tibrewal is a Director of the company. She is associated with the company since 2003 and looks after the day-to-day decision-making of the company. She is detail-oriented, efficient and organized professional with extensive experience in administrative and accounting management. Possess strong analytical and problem solving skills, with the ability to make well thought out decisions.
Terms & Conditions of Appointment/ Reappointment	Re-appointed as a Director liable to retire by rotation.
Name of listed entities in which she holds the directorship and the membership of the Committees of the board	Nil
Shareholding in the company	210000 shares
Relationship with other Directors, Managers and KMPs	Usha Tibrewal is the daughter of Shyam Sunder Agarwal (Managing Director) and wife of Alok Tibrewal (Director).



Number of meetings of the Board attended during the year 2024-2025	8 out of 8
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By order of the Board of Directors

For Ankur Marketing Limited

Date: 16.09.2025
Place: Kolkata

Indrani Roy
Company Secretary and Compliance Officer
Membership Number: A71238

