

NOTICE OF 41ST ANNUAL GENERAL MEETING

SHORTER NOTICE is hereby given that the 41st Annual General Meeting of the Members of Ankur Marketing Limited (the 'Company') will be held at its registered office on day the 30th day of September, 2026 at 12:00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS ALONG WITH THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2026.:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, 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 Mr. Alok Tibrewal (DIN - 00849280), who retires by rotation, and being eligible, offers himself for re-appointment, and in this regard the following resolution is passed as an Ordinary Resolution:

RESOLVED THAT Mr. Alok Tibrewal (DIN - 00849280), director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.

SPECIAL BUSINESS:

3. APPOINTMENT OF M/S. DEOKI BIJAY & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED BY THE RESIGNATION OF M/S. AGARWAL & ASSOCIATES, CHARTERED ACCOUNTANTS:

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, consent of the Members be and is hereby accorded to appoint M/s. Deoki Bijay & Co., Chartered Accountants (Firm Registration No. 313105E), as the Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Agarwal & Associates, Chartered Accountants (Firm Registration No. 323210E), the erstwhile Statutory Auditors of the Company, to hold office from the conclusion of this 41st Annual General Meeting until the conclusion of the next (42nd) Annual General Meeting of the Company, at such remuneration, plus applicable taxes and reimbursement of out-of-

pocket expenses, if any, as may be mutually agreed between the Board of Directors and the said Auditors.”

"RESOLVED FURTHER THAT any of the Directors, the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, including filing of necessary forms with the Registrar of Companies, as may be necessary or expedient to give effect to this resolution.”

4. AUTHORITY TO BOARD OF DIRECTORS TO INVEST, MAKE LOAN, PROVIDE GUARANTEE OR SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors to give loans to any person or body corporate, give any guarantee or provide security in connection with a loan to any person or body corporate, and to acquire by way of subscription, purchase or otherwise the securities of any body corporate, from time to time, notwithstanding that the aggregate amount of such loans, guarantees, securities and investments so far made and proposed to be made, exceeds the limits prescribed under Section 186(2) of the Companies Act, 2013, provided that the aggregate amount of such loans, guarantees, securities and investments outstanding at any point of time shall not exceed **₹100 Crores (Rupees One Hundred Crores only)**, over and above the limits, if any, previously approved by the Members.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions, including rate of interest, tenure, repayment schedule and security, if any, of such loans, guarantees, securities and investments, as it may deem fit and in the interest of the Company.”

“RESOLVED FURTHER THAT any of the Directors, the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, including filing of necessary forms with the Registrar of Companies, as may be necessary or expedient to give effect to this resolution.



5. APPROVAL OF RELATED PARTY TRANSACTIONS:

To consider and, if thought fit, to pass with or without modification(s), 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 and on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the contracts/arrangements/transactions to be entered into with the Related Parties on the terms and conditions 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.”

By order of the Board of Directors

For Ankur Marketing Limited



Date: 17/09/2026

Place: Kolkata

Sd/-
Anand Lohia
Company Secretary &
Compliance Officer
Membership Number: 48220

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.

2. 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.

3. Corporate Members are requested to send to the Company/ Registrar & Share Transfer Agent, a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013.

4. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2026 to 30th September, 2026 (both days inclusive).

5. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.

6. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID nos. for easy identification at the Meeting.

7. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar & Share Transfer Agent of the Company.

8. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company from 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and public holidays and at the Annual General Meeting.

9. Members are requested to notify any change in their address immediately to **ABS Consultant Pvt. Ltd.**, Stephen House, Room No. 99, 6th Floor, 4 BBD Bag (East), Kolkata:- 700001 the Registrars & Share Transfer Agent of the Company for shares held in physical form. Shareholders who hold their shares in dematerialized form may lodge their requests for change of address, if any, with their respective Depository Participants.

10. Members holding shares of the Company in physical form through multiple folios are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a

request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agents of the Company.

11. In all correspondence with the Company/Registrar & Share Transfer Agents, members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number. The Registrar & Share Transfer Agent of the Company is ABS Consultant Pvt. Ltd., Stephen House, Room No. 99, 6th Floor, 4, B. B. D. Bag (E), Kolkata – 700001.

12. Members interested in nomination in respect of shares held by them in physical form may write to **ABS Consultant Pvt. Ltd.**, at the address Stephen House, Room No. 99, 6th Floor, 4, B. B. D. Bag (E), Kolkata – 700001 Email: absconsultant99@gmail.com as mentioned in point No. 9, as above, for the prescribed form.

13. Members that require communication in physical form in addition to e-communication, may write to the Company / Registrar & Transfer Agent at absconsultant99@gmail.com.

14. Members are to inform of their current email ID to the Company in compliance of Green Initiative as per Ministry of Corporate Affairs circular on this subject.

15. For shares held in physical form, Members may initiate action to get their shares dematerialized since trading of shares is done compulsorily in the dematerialized mode. Dematerialization not only provides easy liquidity, but also safeguards from any possible physical loss.

16. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Listing Agreement and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing the members with the facility to cast their vote electronically from a location other than the venue of the Annual General Meeting (“Remote e-voting”). The Company has engaged in National Securities Depository Limited (“NSDL”) to provide to the Members the e-voting platform and services for casting their vote through remote E-voting on all resolutions set forth in this Notice. The facility for voting through ballot paper shall be made available at the AGM & the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

17. A route map along with prominent landmark for easy location to reach the venue of AGM is annexed to this notice.

18. Members are required to bring their admission slips of the AGM. Duplicate admission slips or copies of the Report and Accounts will not be made available at the AGM venue.

19. Electronic copy of the Annual Report for F.Y. 2025-26 & Notice of the **41st AGM** along with the Attendance Slip and Proxy form is being sent to all the members whose email address are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. Members are entitled to receive the said Annual Report & Notice in physical form upon sending a request in writing to the Company’s registered office and / or sending

an email to ankurmarketing85@gmail.com. Members whose email address is not registered a physical copy of the said Annual Report and Notice is being dispatched in the permitted mode.

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

The remote e-voting period begins on 27th September, 2026 at 10:00 A.M. and ends on 29th September 2026 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. 23rd September 2026 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 23rd September 2026.

Declaration and Communication of Voting Results

The Scrutinizer shall, after the conclusion of the Annual General Meeting, submit his/her report to the Chairman or the person authorised by the Board. The voting results shall be declared within the prescribed time and communicated to the Metropolitan Stock Exchange of India Limited and placed on the website of the Company, in accordance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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>

2. 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.
3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



NSDL Mobile App is available on



Individual Shareholders
holding securities in demat
mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com 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.

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 22 55 33

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.
21. Any person who acquires shares and became Member after dispatch of Notice of AGM and holds shares as of the cut-off date of **23rd September, 2026** may obtain the sequence a request to the Company's RTA at ABS Consultant absconsultant99@gmail.com.
22. The Board of Directors has appointed Ms. Ankita Dalmia, Practising Company Secretary (M. No. A67299; COP- 25664) as the Scrutinizer to scrutinise the remote e-Voting process in a fair and transparent manner.
23. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.
24. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through poll. The members who have already cast their vote by remote e-voting prior to the meeting shall not be entitled to cast their vote again.
25. The results on the resolutions will be declared not later than 48 (forty eight) hours from the conclusion of the AGM. The declared results along with the Scrutinizer's Report shall be placed on the website of NDSL at www.evoting.nsdl.com and will also be forwarded to the Stock Exchange where the Company's shares are listed subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

By the Order of the Board of Directors

Sd/-

Anand Lohia

Company Secretary & Compliance Officer

Membership No. 48220

Place: Kolkata

Date: 17/09/2026

Registered Office:

Ankur Marketing Limited

210, RUBY PARK KASBA RATHALA,

KOLKATA: - 700078

CIN: L52110WB1985PLC240038

Email: ankurmarketing85@gmail.com



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

ITEM NO. 3:

APPOINTMENT OF M/S. DEOKI BIJAY & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED BY THE RESIGNATION OF M/S. AGARWAL & ASSOCIATES, CHARTERED ACCOUNTANTS

M/s. Agarwal & Associates, Chartered Accountants (Firm Registration No. 323210E), the Statutory Auditors of the Company, vide their letter dated 07.09.2026, tendered their resignation from the office of Statutory Auditors of the Company, citing pre-occupation in other professional assignments as the reason, with effect from the conclusion of this 41st Annual General Meeting of the Company. The said resignation, along with the reasons thereof, has been disclosed to the Stock Exchange(s) in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In view of the above, a casual vacancy has arisen in the office of Statutory Auditors of the Company, to be filled in accordance with the provisions of Section 139(8) of the Companies Act, 2013.

The Audit Committee, at its meeting held on **17th September, 2026** and subsequently the Board of Directors, at its meeting held on 17th September, 2026 considered and recommended the appointment of M/s. Deoki Bijay & Co., Chartered Accountants (Firm Registration No. 313105E), to fill the said casual vacancy, to hold office from the conclusion of this 41st Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

Basis Profile:

M/s. Deoki Bijay & Co., Chartered Accountants, is a firm registered with the Institute of Chartered Accountants of India ("ICAI"), bearing Firm Registration No. **313105E**, with extensive experience in **statutory audit, tax audit, assurance, taxation and advisory services** across diverse industries and sectors. The firm has practice offices in **Kolkata and Ranchi** and provides comprehensive professional services in the areas of assurance, taxation and advisory.

The Company has received from M/s. Deoki Bijay & Co.:

- (a) their written consent to act as Statutory Auditors of the Company; and
- (b) a certificate confirming that their appointment, if made, would be in accordance with the conditions prescribed under Section 139 of the Companies Act, 2013, and that they satisfy the criteria of eligibility, qualification and disqualification specified under Section 141 of the Companies Act, 2013.



Terms of appointment and remuneration

The proposed Auditors shall hold office from the conclusion of this 41st Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, and shall be paid a fee as may be mutually agreed between the Board of Directors (or a Committee thereof) and the Auditors for the statutory audit for the said period.

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

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

ITEM NO. 4:

AUTHORITY TO BOARD OF DIRECTORS TO INVEST, MAKE LOAN, PROVIDE GUARANTEE OR SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Section 186(2) of the Companies Act, 2013 restricts a company from, directly or indirectly, giving any loan, guarantee or security, or making investments in securities of any other body corporate, exceeding 60% of its paid-up share capital, free reserves and securities premium account, or 100% of its free reserves and securities premium account, whichever is higher, unless a higher amount is approved by the Members by way of a Special Resolution under Section 186(3).

The Company, from time to time, is required to extend loans, provide corporate guarantees or securities, and make strategic investments, including to/in group and other entities, for business purposes. This resolution is proposed, on the recommendation of the Audit Committee and the Board, to enable the Board to undertake such loans, guarantees, securities and investments, from time to time, up to an aggregate outstanding limit of ₹100 Crores at any point of time, without the need to seek Members' approval for each individual transaction.

Approval of the Members is sought by way of a Special Resolution in terms of Section 186(3) of the Companies Act, 2013, granting the Board an enabling omnibus authority, within the said aggregate ceiling, rather than approval of specific transactions, so as to enable the Board to act with the necessary speed and flexibility in the interest of the Company's business.

Any loan, guarantee, security or investment extended to a related party, as defined under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall continue to require separate compliance and approval as applicable under law, and this resolution does not dispense with such requirement.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any, and their common directorship/relationship with the entities to which such loans, guarantees or investments may be extended in the ordinary course.



Item No. 5: APPROVAL OF 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.**

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	Alok Tibrewal
Age	56 years
Date of Birth	02/08/1967
DIN	00849280
Date of Appointment in company	05/09/2002
Qualifications	Chartered Accountants
Nature of his expertise in specific functional area	He possesses requisite skills, having vast experience in finance field and knowledge relevant to the Company's business. He takes care of the day to day activities of the company.
Terms & Conditions of Appointment/ Reappointment	Re-appointed as a Director liable to retire by rotation.
Name of listed entities in which he holds the directorship and the membership of the Committees of the board	NIL
Shareholding in the company	210011 shares

