

ANISHA IMPEX LIMITED

CIN: L17101DL1999PLC102506

Unit No.203, Plaza- 3, Central Square Bara Hindu Rao, Delhi-110006

Website: www.anishaimpex.com; email: ipo@anishaimpex.com

Phone: 91-120 454 3708; Fax: +91-120 416 7930

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Members of the **ANISHA IMPEX LIMITED** will be held at the registered office of the Company at Unit No.203, Plaza-3, Central Square Bara Hindu Rao, Delhi-110006, on Monday, 30th September, 2019 at 11:30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of Board of Directors and Auditors thereon.
2. To appoint Mr. Sunil Kumar Malik (DIN 00143453), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard.

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, and Regulation 17(IA) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended Mr. Sunil Kumar Malik (DIN 00143453), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To ratify the appointment of M/s. Garg Arun & Associates. Chartered Accountants (Firm Registration No. 8180N) as statutory auditors of the Company from the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 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 pursuant to the resolution passed by the members at the AGM held on September 29, 2017, the appointment of M/s Garg Arun & Associated, Chartered Accountants (FRN: 8180N) as the Statutory Auditors of the Company till the conclusion of 21st AGM be and are hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2020, as may be determined by the Audit Committee in consultation with Statutory Auditors."

SPECIAL BUSINESS

4. **TO APPOINT MR. SANJAY KUKREJA (DIN: 08506956), AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies [Appointment and

Qualifications of Directors] Rules, 2014 (including any statutory modification[s] or re-enactment[s] thereof for the time being in force) and relevant provisions of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, Mr. Sanjay Kukreja (DIN: 08506956), who was appointed as an Additional Director by the Board of Directors at its Board meeting held on July 20, 2019 as per Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing him candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, w.e.f. 30th September, 2019.”

RESOLVED FURTHER THAT Mr. Sunil Kumar Malik, Managing Director of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. TO APPOINT MR. ANSHU AGARWAL AS WHOLE TIME DIRECTOR CUM CHIEF FINANCIAL OFFICER OF THE COMPANY

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

“**RESOLVED THAT** Pursuant to the provision of Section 152, 196, 197 and 203 read with Schedule V and all other applicable provision of the companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the shareholders of the Company be and is hereby accorded for appointment of Mr. Anshu Agarwal (DIN: 08192908), who is eligible for appointment, as the Whole Time Director cum Chief Financial Officer of the Company for a period of five years w.e.f. 30th September, 2019 on the following remuneration:

- Salary: up to Rs 1,00,000/- (Rupees One Lacs Only) Per month subject to the approval of Board of Directors from time to time,
- Any other benefits, facilities or perquisites including but not limited to Bonus, LTA, as may be allowed to other employees under Company’s Rules.

RESOLVED FURTHER THAT in the event of any statutory amendment, notification or relaxation by the Central Government, annual revision/ revision of the salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling without any further reference to the members of the Company in General Meeting.

RESOLVED FURTHER THAT if, in any financial year, the company having profits, remuneration by way of salary, perquisite and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per set out in Schedule V of the Companies Act, 2013, Whichever is lower, unless otherwise determined by the Board of Directors.

RESOLVED FURTHER THAT Mr. Sunil Kumar Malik, Managing Director of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Register of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.”

6. TO APPOINT MR. PRANAV VASAN (DIN: 07631095) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Pranav Vasan (DIN: 07631095), who was appointed as an Additional

Director by the Board of Directors at its Board Meeting held on April 12, 2019 as per Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Non – Executive Director of the Company, whose office is liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, w.e.f. 30th September, 2019.”

RESOLVED FURTHER THAT Mr. Sunil Kumar Malik, Managing Director of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Register of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.”

7. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider the matter, and if thought fit, to pass the following as Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, subject to the approval of registrar of Companies NCT of Delhi and Haryana, consent of the members of the Company be and is hereby accorded to insert new sub clause 5 after sub clause 4 in Clause III (A) of the Memorandum of Association of Company in following manner:

CLAUSE IIIA (5)

To carry on the business, whether within or outside India, of collection, segregation, transportation, trading, processing, composting, recycling, treatment and disposal of all types of waste (whether solid, liquid or gaseous substances) and including municipal solid waste, electronic waste (e waste), construction and demolition debris, bio-medical waste, hazardous waste, sewage, waste water etc undertake use, sale, marketing and/or distribution of all products and by-products that are generated in the process of treatment or disposal of waste and waste products (such as compost, energy and refuse derived fuel generated from waste to energy processes such as biomethanation etc methane gas from landfill, processing, electronic products suitable for re-use with or without re-furbishing paper, metals and other materials including chemicals obtained from treatment of wastes) and to develop, construct, operate and/or maintain/manage processing facilities for all types of waste and waste products including composting plants, landfills and sewages treatment plants, waste water treatment plants, incinerators, refuse derived field plants, electronic waste processing plants and to also undertake development, marketing, purchase, sale and/or trading of financial instruments that would enable the financing of waste collection, treatment or processing projects (including carbon emission receipts (CERS)) and any other related activities.

“RESOLVED FURTHER THAT Mr. Sunil Kumar Malik, Managing Director, of the Company authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.”

8. AMENDMENT OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and including any statutory modification(s) or re-enactment thereof for the time being in force, Clause IV i.e. “Liability Clause” of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following New Clause IV:

Clause IV- “The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

“RESOLVED FURTHER THAT Mr. Sunil Kumar Malik, Managing Director of the Company authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.”

9. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013 WITH SOME ADDITIONAL PROVISIONS AND ALSO COMPLYING WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LODR”), AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2018 (“SEBI LODR”):

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

“RESOLVED THAT pursuant to the provisions of section 5 and 14, Schedule I made there under and all other applicable provisions of the Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), and also Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (AMENDMENT) Regulations, 2018 (“SEBI LODR”) and including any statutory modification(s) or re-enactment thereof for the time being in force, subject to the approval of members, the deletion of all the Articles of the existing Articles of Association of the Company and substitute the same with the new set of Articles of Association, appended to the notice along with the additional provisions and the said new set of Articles of Association be and are hereby adopted as the Articles of Association of the Company in substitution for, and to entire exclusion of, all the earlier regulations contained in existing articles thereof.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as it may, in its absolute discretion, deem necessary, expedient, proper for giving effect to the above said resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Date: August 31, 2019
Place: Delhi

By Order of the Board of Director

Sd/-
Sunil Kumar Malik
Managing Director
DIN: 00143453
159, Gagan Vihar,
New Delhi-110051

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 24th September, 2019 to Tuesday, 30th September, 2019 (both days inclusive) for the purpose of the Annual General Meeting.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special business to be transacted at the Meeting is annexed hereto.
5. Details under as required under pursuant to Regulation 36 of the SEBI (Listing obligations and Disclosure Requirements) regulations, 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
6. Electronic copy of the Notice of the 19th 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 unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 19th 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.
7. Notice of the 19th Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website www.anishaimpex.com for their download. The physical copies of the aforesaid documents will also be available at the Company's corporate Office in 56/33, Site-IV Sahibabad, Ghaziabad, U.P.- 201010 for inspection during normal business hours on working days.

For any communication, the shareholders may also send requests to the Company's investor email id: [**ipo@anishaimpex.com**](mailto:ipo@anishaimpex.com)

Members are requested to intimate change in their address immediately to M/s Bigshare Services Private Limited, the Company's Registrar and Share Transfer Agents, at their office 1st Floor, Bharat Tin Works Building, Marol Maroshi Road, Andheri (East), Mumbai-400059

8. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
9. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
10. Members, who are wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (SH-13) of Companies Act, 2013 to M/s Bigshare Services Limited, Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company.
11. Members are requested to bring copies of Annual Report to the Annual General Meeting.
12. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
13. Members are requested to quote Folio Number in their correspondence.

Voting through electronic means;

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 19th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
- b. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.
- c. The instructions for e-voting are as under:
 - i. During the voting period, the shareholders can visit the e-voting website www.evotingindia.com and select the relevant EVEN/ company (Anisha Impex Limited) for voting.
 - ii. The shareholders having shares in the Demat form can Login to the e-voting system using their user-id (i.e. Demat account number), PAN and Password provided by NSDL. Physical shareholders can log-in using their user-id (i.e. folio number of the shares), PAN and the Password provided by NSDL.
 - iii. After logging in, Demat security holders will have to mandatorily change their password. This password can be used by Demat security holders for all future voting on resolution of companies in which they are eligible to vote. Physical shareholders will be provided with a fresh password for every postal ballot voting.

- iv. Security holders can then cast their vote on the resolutions available for voting.
 - v. Security holders can also view the resolution details.
 - vi. Once the security holders cast the vote, the system will not allow modification of the same.
 - vii. During the voting Period, security holders can login any number of times till they have voted on all the resolutions.
- d. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- e. The e-voting period commences on Friday, 27th September 2019 (9:00 am) and ends on Sunday 29th September 2019 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- f. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of September 23, 2019.
- g. Mr. Sachin Agarwal & Associates, Practicing Company Secretary (Membership No. F6148) and has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- h. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- i. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.anishaimpex.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system

Details on Step 1 is mentioned below:

How to Log-into 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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your 'initial password' is communicated to you on your postal address.

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.

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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 **sachinkagg@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
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 toll free no.: 1800-222-990 or send a request to **atevoting@nsdl.co.in**

14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

As required under Listing Regulations and Secretarial Standard-2 on General Meeting, the relevant details in respect of director seeking appointment/re-appointment under Item Nos.2, 4, 5 and 6.

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Particulars	Mr. Sunil Kumar Malik	Mr. Sanjeev Kukreja	Mr. Anshu Agarwal	Mr. Pranav Vasan
Date of Birth	09/05/1971	08/05/1969	03/05/1977	22/11/1978
Date of first appointment on the Board	22/11/1999	20/05/2019	20/05/2019	12/04/2019
Qualification	Graduate	Graduate	Graduate	Graduate
Experience and Expertise in specific functional area	Textile Technocrat having management experience of 25 years with various Companies.	Having the experience of over 5 Years in administrative, finance, and Human Resource Department.	Having the experience of over 10 Years in Business Development and Corporate Finance Management etc.	Having the experience of over 15 Years in administrative, finance and Securities Market etc.
Terms & Conditions of re-appointment	As per company's Policy on Nomination, Remuneration and Board Diversity.			
Remuneration last drawn	As mentioned in Corporate Governance Report (Forming the Part of Annual Report 2018-19)			
Other Directorships	*RUNIT EXIM PRIVATE LIMITED *ANISHA EXIM PRIVATE LIMITED *SUNSTAR SHARE BROKERS PRIVATE LIMITED *R P M EXIM PRIVATE LIMITED *ANISHA DAZZLE FILMS PRIVATE LIMITED *VISTA FURNISHING PRIVATE LIMITED *ANIARYAN FARMS AND RESORTS PRIVATE LIMITED	NIL	J.S. FINLEASE PRIVATE LIMITED	ANISHA FINCAP CONSULTANTS (IFSC) PRIVATE LIMITED
Chairman/ Member of Committee of the Board of other Companies of which he is a Director	NIL	NIL	NIL	NIL
Shareholding in Anisha Impex Limited as on 31.03.2019	NIL	NIL	NIL	NIL
Relationship with other Directors and KMPs of the Company	NIL	NIL	NIL	NIL

No. of Board Meetings attended during the financial year 2018-19	6	NIL	NIL	NIL
	(For details please refer to the Corporate Governance Report forming part of Annual Report 2018-19)			

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

Item No.4:

Mr. Sanjay Kukreja (DIN: 08506956) aged 50 years, was appointed as an Additional Directors (Independent Non-Executive) by the Board of Directors w.e.f. 20.07.2019 in accordance with the provisions of the Section 161 of the Companies Act, 2013. He is a graduate From Delhi University. He has an experience in the various fields such as administrative, finance, and Human Resource Department. The Board is of the opinion that the rich experience of Mr. Sanjay Kukreja (DIN: 08506956) would be beneficial for the Company. In this regard, Board decided to appoint him as an Independent Director of the Company seeking approval from the members in the ensuing Annual General Meeting for a period of 5 (Five) Years ending in the calendar year 2024.

Mr. Sanjay Kukreja does not hold directorship in any other Company. He does not hold any shares in the Company by himself or on behalf of any other person on a beneficial basis.

Item No.5:

Mr. Anshu Agarwal holding position of Chief Financial Officer of the Company Since 03.09.2014. Due to his rich experience and valuable contribution towards company, he was appointed as an Additional Director by the Board at its meeting held on 20th July, 2019 to assume the responsibility as Whole Time Director. In this regard, Board decided to appoint him as Whole Time Director cum Chief Financial Officer of the Company seeking approval from the members in the ensuing Annual General Meeting for a period of 5(Five) Years ending in the calendar year 2024.

Notice has been received pursuant to section 160 of the Companies Act, 2013 for Proposing Mr. Anshu Agarwal as Whole Time Director for a period of five years. The Nomination & Remuneration Committee has approved the remuneration to be paid to him.

Brief profile of Mr. Anshu Agarwal is given below:

Name	Anshu Agarwal
DIN	08192908
Nationality	Indian
Date of Birth	03/05/1977
Education Qualification	B.com
Designation	Whole Time Director
Languages Known	English and Hindi
Experience	10 years
Remuneration	As per mention in item No. of Notice of AGM
Shareholding in Anisha Impex Limited as on 31.03.2019	NIL
Relationship with other Directors /KMPs	NIL
Terms & Conditions of re-appointment and remuneration	As per recommendation of Nomination & Remuneration Committee and Board
Directorships held in other Companies	ONE
Membership/ Chairmanship of Committees	NIL

The Board feels his appointment as expedient and prudent and accordingly recommends the Special Resolution set out at Item No.5 of the Notice for approval by the shareholders.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, except Mr. Anshu Agarwal, is in any way, concerned or interested, financially or otherwise in this resolution.

Item No.6:

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Director has proposed that Mr. Pranav Vasan (DIN: 07631095) be appointed as Non-executive Director on the Board of Directors, whose office is liable to retire by rotation. The Board feels that the appointment of Pranav Vasan would be beneficial of the Company.

The appointment of Mr. Pranav Vasan shall be effective upon approval of the members in the meeting.

Mr. Pranav Vasan, (DIN: 07631095) aged 41 years, is a additional director of our Company. He is an graduate in Commerce. He has an experience over 15 Years in the various fields such as administrative, finance, and Securities Market etc. He was appointed as an additional director of our Company on, 12.04.2019, who is further regularize as Non-Executive Director of the Company w.e.f. from 30th September 2019 for ensuing 19th Annual General Meeting of the Company for a period of 5 years ending in the calendar year 2024.

Item No.7:

ALTERATION OF THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board of Directors at its meeting held on August 31, 2019, discussed about the opportunity exist in current environment. The Board unanimously decided to enter into new segments i.e. Waste Management and Recycling for synergy gain and passed the resolution to add CLAUSE IIIA (5) in Object clause of Memorandum of Association of the Company seeking approval from the members in the ensuing Annual General Meeting.

Your directors hereby recommend resolution set out in Item No. 7 for member's approval as special resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special resolution set in item no-7 except to their shareholding in the Company.

A copy of the existing as well as proposed set of new Memorandum of Association of the Company is available for inspection for the members at the Registered Office of the Company during the office hours on any working day between 11.00 a.m. to 1.00 p.m.

Item No.8:

AMENDMENT OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

In order to comply with the provisions of Section 4(1) (d) (i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors of your Company recommend and seek your approval (member's approval) through Special Resolution for the aforesaid resolution.

A copy of the existing as well as proposed set of new Memorandum of Association of the Company is available for inspection for the members at the Registered Office of the Company during the office hours on any working day between 11.00 a.m. to 1.00 p.m.

Item No.9:

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013 WITH SOME ADDITIONAL PROVISIONS:

The Articles of Association ("AOA") of the Company is presently in force since its incorporation of the Company i.e. 22nd November, 1999. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stands notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles which is primarily based on Table F set out under the Schedule I of Companies Act, 2013. It is thus expedient to adopt new set of Articles of Association along with other marginal/minor notes herein are inserted or altered for convenience and shall not affect the construction of Table F of Schedule I of Companies Act, 2013 in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013 and comply with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (AMENDMENT) Regulations, 2018 ("SEBI LODR").

The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

Hence the Board of Directors at its meeting held on August 31, 2019 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of section 4 and 9 and other applicable provisions of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by way of voting via e-Voting in terms of the provisions of inter-alia, Section 14 and other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors of your Company recommend and seek your approval (member's approval) through Special Resolution for the aforesaid resolution.

A copy of the existing as well as proposed set of new Articles of Association of the Company is available for inspection for the members at the Registered Office of the Company during the office hours on any working day between 11.00 a.m. to 1.00 p.m.

Order of the Board of Directors

Date: August 31, 2019
Place: Delhi

Sd/-
Sunil Kumar Malik
Managing Director
DIN: 00143453
159, Gagan Vihar
New Delhi-110051

ATTENDANCE SLIP
19TH ANNUAL GENERAL MEETING

--

I/We hereby record my / our presence at the 19th Annual General Meeting of the Company at Unit No.203, Plaza- 3, Central Square Bara Hindu Rao, Delhi-110006 on Monday 30th September, 2019.

Member's Folio/
Dp Id - Client Id No.

Members/Proxy's
in Block Letters

\Members/Proxy's
in Signature

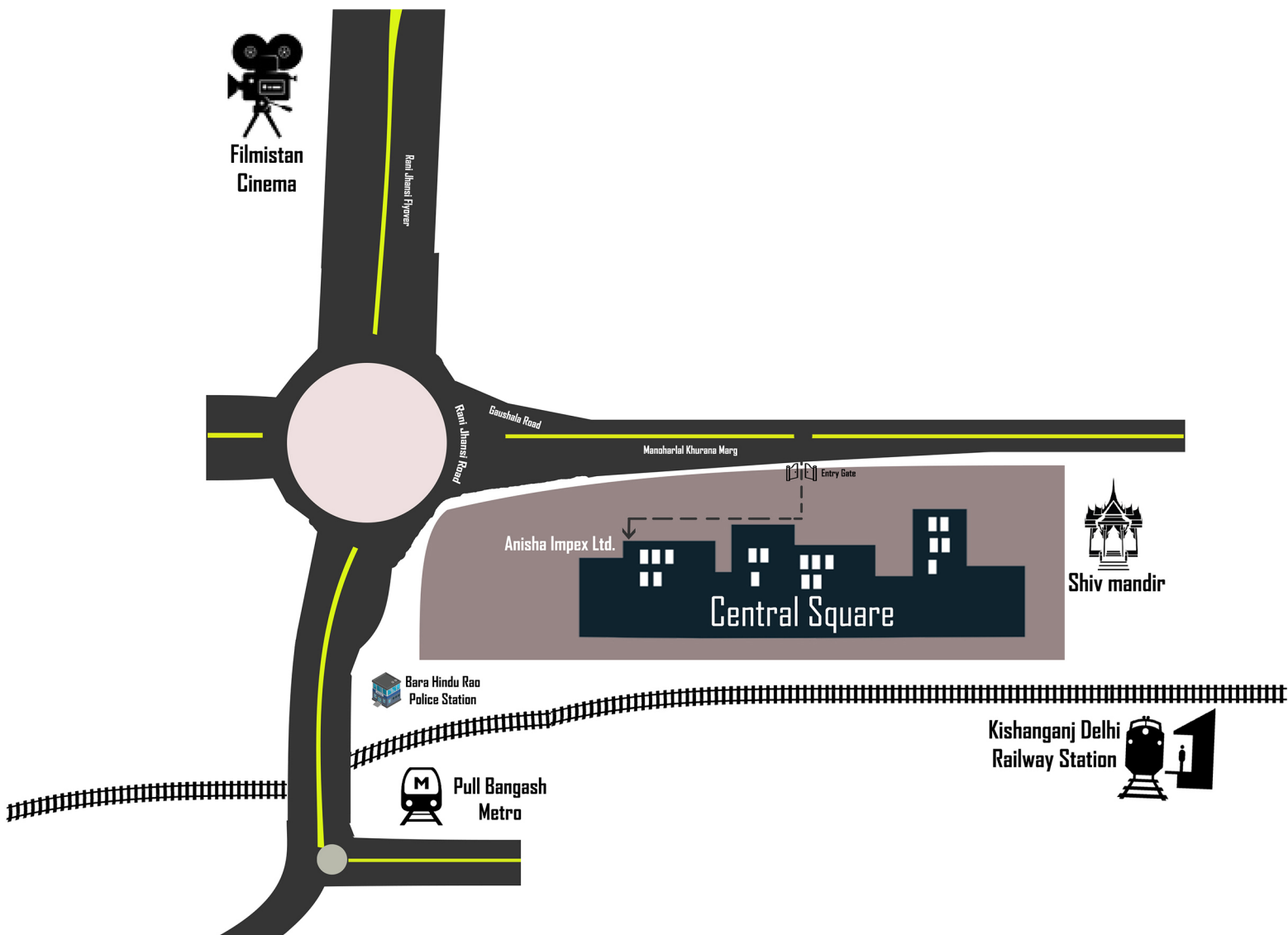
VOTING THROUGH ELECTRONIC MEANS

EVEN (E-voting Event Number)	USER ID	PASSWORD/PIN

Note: -

1. Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2018-19 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same.
3. Physical copy of the Annual Report for 2018-19 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for a hard copy.

Route Map



Form No.MGT-11

Proxy form

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

CIN: L17101DL1999PLC102506

Name of the company: AnishaImpex Limited

Registered office: Unit No.203, Plaza- P 3, Central Square Bara Hindu Rao, Delhi-110006.

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above-named company, hereby appoint

Name:

Address: E-mail Id:

Signature....., or failing him

Name:

Address: E-mail Id:

Signature....., or failing him

Name:

Address: E-mail Id:

Signature....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at theAnnual General Meeting/ Extraordinary General Meeting of the company, to be held on the day of.....At..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutionsas are indicated below:

Resolution No.	Resolutions	For	Against
1.	Consider and adopt the Financial Statements of the Company for the Financial Year ended March 31, 2019 included Director Report & Audit Report.		
2.	Re-appointment of Mr. Sunil Kumar Malik, who retires by rotation		
3.	Re-appointment of M/s. GargArun& Associates. Chartered Accountants (Firm Registration No. 8180N) as statutory auditors & Fixing the Remuneration.		
4.	Appointment of Mr. Sanjay Kukreja as independent director of the company.		
5.	Appointment of Mr. AnshuAgarwal as Whole-Time Director & Chief Financial Officer of the Company		
6.	Appointment of Mr. PranavVasan as Non-Executive director of the company.		
7.	Alteration of the object clause of the Memorandum of Association of the company		
8.	Amendment of the Liability Clause of the Memorandum of Association		
9.	Adoption of new set of articles of association of company inter-alia pursuant to the companies act, 2013 with some additional provisions and also complying with the securities and exchange board of india (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and securities and exchange board of india (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 ("SEBI LODR")		

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

Stamp

Affix Revenue

Signature of shareholder

Signature of Proxy holder(s)

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