

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Company will be held at the Registered Office of the Company at 136 KM, Village & PO - Shamgarh, District -Karnal, Haryana -132116 on Wednesday, the 30th Day of December, 2020 at 12:30 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2020 together with Report of the Board & the Auditors Report thereon.
2. To appoint a director in place of Mr. Dhruv Sharma (DIN-07844050), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To change the terms & conditions of Re-appointment of Mr. Mehinder Sharma (DIN-00036252) as Managing Director :**

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

"**RESOLVED THAT** in partial modification of the earlier resolution passed by the shareholders in the Annual General Meeting held on 28th September , 2019 and pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and applicable rules made there under or any statutory modification or re-enactment thereof, the shareholders of the Company be and is hereby approves the change in term & conditions of the re-appointment of Mr. Mehinder Sharma (DIN-0003625), Managing Director of the Company for the limited purpose of complying with the provisions of Section 152 of the Companies Act, 2013 by making her liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013, however, not causing any break in the continuity of office for the unexpired period of her appointment and all other terms and conditions of her appointment remaining the same till her remaining term of appointment.

RESOLVED FURTHER THAT Company Secretary of the Company be and is hereby authorized to do an execute all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution".

4. **To Sale, Lease, Dispose of the Industrial undertaking (factory of the Company along with land, Building, Plant & Machinery)**

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

"**RESOLVED THAT** pursuant to provisions of section 180(1) (a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification (s) for the time being in force) the consent of the shareholders of the company be and is hereby accorded to Board of the company to Sale, Lease, Dispose of the Industrial undertaking (factory of the Company along with land, Building, Plant & Machinery) partly or wholly/ substantially whole of the undertaking including all movable and /or immovable properties of the company wherever situated and in such manner as Board may deem fit to any potential person / Company / entity etc.

RESOLVED FURTHER THAT the consent of the shareholders of the company be and is hereby accorded to Board of the company to change the factory premises wholly /partly in accordance with future need like use of plant as dry /cold Storage/warehouse.

RESOLVED FURTHER THAT the consent of the shareholders of the company be and is hereby accorded to Board of the company to diversity the business of the company apart from existing line of business which is in the best interest of the stakeholders company.

RESOLVED FURTHER THAT Managing Director/Director/CFO/Company Secretary of the Company be and is hereby authorized to do an execute all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution".

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 instead of himself/herself and such proxy need not be a member of the company. In order to be effective the instrument appointing the proxy, duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.

As per Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules 2014, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) % of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. Proxy Form is annexed to this Annual Report. Corporate Members and other incorporated bodies members inter alia Trust, HUF, etc intending to send their representative to attend the meeting are requested to along with them, a certified true copy of Board resolution /authority letter/Power of Attorney as the case may be, authorizing to such person to attend and vote on its behalf at the meeting.
2. The Register of Members & Share Transfer Books of the company will remain closed from 24th day of December, 2020 to 30th day of December, 2020 (both days inclusive) for the purpose of holding of ensuing Annual General Meeting.
3. Members are requested to:
 - (a) intimate Company's Registrar & Share Transfer Agent (RTA) "Mas Services Limited" T-34, 2nd Floor, Okhala Industrial Area, Phase-II, New Delhi-110020 or their Depository Participant ("DPs") for change, if any in their registered address at an early date and quote their Registered Folio Number and/or DP Identity and Client Identity Number in their correspondence.
 - (b) bring their copies of Annual Report at the meeting. Copies of Annual Report will not be distributed at the venue of AGM.
 - (c) update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) and contact R&TA of the company for any kind of their updation in their contact details and quote their registered folio Number/or DP in their correspondence Further to support the "GREEN INITIATIVES" the members who have not registered their email IDs are requested to register the same with the Company/RTA in case shares held in physical form and with the Depositories in case of shares held in dematerialized form for receiving all communication including Annual Report, Notices etc. from the Company.
4. Proxies should bring the Attendance Slip duly filled in for attending the meeting and deposit the same at the entrance gate of the meeting and affix their signature at the space provided in the Attendance Sheet and Proxy Form.
5. In case of Joint holders attending the meeting, the member whose name appears as the first holder in order of the names as per the Register of Member of the Company will be entitled to vote.
6. Every Member who holds shares in dematerialized form and wants to provide /change/correct the bank account detail should send immediately to concerned Depository Participant and not to the Company and Company will not entertain any direct request from such members for change of address, transposition of names, deletion of names of deceased joint holders and change in Bank account details.
7. The members holding shares in physical form are requested to submit their KYC (that name address and their bank Details and PAN details) to the Company/Registrar and Share Transfer Agent (MAS Services Limited).
8. Members who are holding shares in physical form in identical order of name in more than one folio are requested to send to the company or company's Registrar and share Transfer Agent the details of such folio's together with the shares certificates for consolidating their folio's in one folio. The Share Certificates will be returned to the members after making requisite change therein. The Members are requested to use the Share Transfer Form SH-4 for this purpose.

9. **As per regulation 40 of SEBI listing regulation, as amended, securities of listed comp can be transferred only in dematerialized form with effect from 1st April, 2019 except in case of Transmission and transposition of Securities)**
Hence in your interest .it is advised to get their physical shares converted into Demat Form at earliest
10. Non- resident Indian shareholders are requested to please inform about the following to the company or its Registrar and share transfer Agent or the Concerned Depository Participant ,As The case may be ,immediately of:-
- The change in residential status on return to India for permanent settlement.
 - The particulars of NRE accounts with a Bank in India, if not furnished earlier.
11. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them .Members holding shares in single name and who have not yet registered their nomination, are requested to register the same by submitting Form No.SH-13.If a member desires to cancel their earlier nomination and record fresh nomination, he/she may submit the same in Form No.Sh-14.Members holding shares in physical are requested to submit the Forms to the Company /Registrar and Share Transfer Agent of the Company. Members holding shares in Electronic Form must submit the forms to their respective Depository Participants for availing this facility.
12. Members holding shares in Physical Form are requested to consider converting their physical shares and for ease in Portfolio Management.
13. As per Regulation 36(3) of SEBI (Listing Obligations & Disclosures) Regulations, 2015 and Secretarial Standard - 2 issued by Institute of Company Secretaries of India, the particulars of directors seeking appointment /re-appointment at the ensuing Annual General Meeting are annexed herewith the Notice.
14. Physical copies of Annual Report for the year 2019-20 in not being send to the members of the Company In compliance with MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members whose email is not registered may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.ansfoods.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. Members are requested to please contact RTA of the Company for updating of their E-Mail Id's. For the convenience of members the route map of the venue of the meeting is depicted at the end of the Notice.
15. Members may also note that the Notice of the 26th Annual General Meeting and Annual Report for the year 2019-20 is also available on the company's website: www.ansfoods.com.All documents referred to in accompanying Notice and Explanatory Statement, if any shall be open for inspection at the company's registered office during the normal business hours on all working days except Sunday& public holidays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send request to the company's email address:ansgro.limited@gmail.com.
16. A member desirous of getting any information on the accounts or operations of the company is required to forward his/her queries to the company atleast seven days prior to this meeting so that the required information can be made available at the meeting.
17. The Company has provided a facility to members to exercise their right to vote by electronic means (remote e-voting) from a place other than venue of AGM. The details of e-voting given herein below:
18. **VOTING THROUGH ELECTRONIC MEANS (i.e.remote e-voting):**
- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule, 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is please to provide for its member facility to exercise their votes on

resolutions proposed to be transacted at the 26th Annual General Meeting (AGM) by electronic means and they may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. 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 votes by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
- III. The remote e-voting period commencing on Sunday, 27th December, 2020 at 09.00 A.M (IST) and ends on Tuesday, 29th December, 2020 at 05.00 P.M. (IST), During this period member of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. 23rd December, 2020, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change subsequently. Members are requested to read the instructions for e-voting carefully before casting their vote.

IV. The procedure and manner of remote e-voting for easy reference:

STEP NO.1 Log in to NSDL e-voting system at <https://www.evotig.nsd.com/>

STEP NO.2 Cast your vote electronically on NSDL E-Voting system

Details of Step NO.1 are mentioned here in below:

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.evotig.nsd.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting 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 login at <https://www.eservices.nsd.com/> with your existing IDEAS login .Once you login to NSDL eServices after using your login credentials ,click on e-voting and proceeds to step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding of shares i.e. Demat(NSDL or CDSL or physical)	Your User ID is
a). For members who hold shares in demat form 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 form with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** the your user ID is 12*****
c) For members who hold shares in physical form	EVEN number followed by registered folio Number of company For example if your folio number 000*** and EVEN is 101456 the your user ID is 101456000***

* user ID and Password are provided in the Attendance Slip.

5. Your password details are given below:
 - a) If you are already registered for e-voting, then you can cast 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 with your Demat account or with the company, your 'initial password' is communicated to you on your mail ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. pdf file. Open the pdf file. The password to open your 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 contain you're your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is given on the attendance slip with this Annual Report.
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 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 the 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 you're 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 Click on "Login" button, home page of e-voting will open.

Details on Step 2 are given below:

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 e-voting then click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose e- Voting Cycles is in active status.
3. Select "EVEN" of "ANS INDUSTRIES LIMITED".
4. Now you are ready for remote e-voting as Cast Vote page opens.
5. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. Once you have voted on the resolution, you will not be allowed to modify your vote.

General Instructions to Shareholders:

- a. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email to csrajivkr@gmail.com with a copy marked to evoting@nsdl.co.in.
- b. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- c. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd December, 2020.
- d. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd December, 2020, will be provided the notice through by post after the cut-off date. Such members may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@masserv.com However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.1800-222-990.
- e. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- f. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- g. Mr. Raghav Bansal, Prop. of Rajiv Mishra & Associates, Company Secretaries (Membership No. 38868, CP No. 14869) has been appointed as the Scrutinizer to scrutinize the physical voting by Ballot Paper at the venue of AGM and remote e-voting process in a fair and transparent manner.
- h. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- i. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- j. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and NSDL after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Stock Exchanges, where the shares of the Company are listed.your vote.

**By order of the Board of Directors
ANS Industries Limited**

**Sd/-
(Manoj Mishra)
Company Secretary
(ACS-18801)**

**Date : 23rd November, 2020
Place : New Delhi**

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

ITEM NO.3

Mr. Mehinder Sharma who was reappointed as Managing Director of the Company, for a period of 3 years commencing from 10th August 2019 in the Board Meeting held on 9th August, 2019 and the said reappointment of Mr. Mehinder Sharma was duly approved by the shareholders in the Annual General Meeting of the Company held on 28.09.2019. Also, the office of Mr. Mehinder Sharma was not liable to retire by rotation in terms of said resolutions. In accordance with the provisions of Section 152(6) of the Companies Act, 2013, unless the Articles of Association of the company provides for retirement of all directors by rotation, at least 2/3rd of the total number of directors shall be the persons whose period of office is liable to determination by retirement of directors by rotation. Also, in terms of explanation to section 152(6), independent directors appointed in terms of Section 149 of the Companies Act, 2013 are to be excluded for the purpose of calculating total number of directors who are liable to retire by rotation. Therefore, in order to comply with the aforesaid provision of the Companies Act, 2013 the Company is required to re-constitute the composition of its Board in a manner that it comprises of 2/3rd of the total number of directors whose period of office is liable to determination by retirement of directors by rotation. Hence, the Company is required to vary the terms of appointment of Mr. Mehinder Sharma to make her liable to retire by rotation in terms of section 152 of the Companies Act, 2013. However, the tenure of office will be subject to rotation hence forth for the limited purpose of complying with the provisions of section 152 of the Companies Act, 2013 and this will not cause any break in continuity of office for the unexpired period of his appointment. All other terms and conditions of her appointment will remain same.

The Board recommends this special resolution for your approval.

None of the Directors / Key Managerial Personnel of the Company/ their relatives is in any way concerned or interested, financially or otherwise, except Mr.Mehinder Sharma himself and Mr. Dhruv Sharma to the extent of their shareholding interest/Directorship, if any, in the Company.

ITEM NO. 4

As you are aware that company has not processed any green pea during the last two season and in order to meet the requirements of capital your board may be required to sale, lease or dispose of the factory including all movable and immovable assets of the company along with Plant and Machinery in present and pursuant to provisions of the Section 180(1)(c) of Companies 2013 your Board cannot sell, lease or otherwise dispose of the same without the your consent. 'Sale, lease or otherwise dispose off' in effect covers all modes of disposal of property.

Further Board of the company also required your approval for change the factory premises wholly/ partly in accordance with future need like use of plant as dry /cold Storage/warehouse and diversity the business of the company apart from existing line of business which is in the best interest of the stakeholders company

The proposal contained in the above Special Resolution is placed before you for your approval which is in the best interest of the company.

The Board recommends this special resolution for your approval.

None of the Directors / Key Managerial Personnel of the Company/ their relatives is in any way concerned or interested, financially or otherwise, except Mr.Mehinder Sharma himself and Mr. Dhruv Sharma to the extent of their shareholding interest/Directorship, if any, in the Company.

**By order of the Board of Directors
ANS Industries Limited**

Date : 23rd November, 2020
Place : New Delhi

**Sd/-
(Manoj Mishra)
Company Secretary
(ACS-18801)**

ANS INDUSTRIES LIMITED



INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT IN THE ENSUING AGM (Pursuant to regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015

The Brief Resume of Mr. Dhruv Sharma, who retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment, are as follows:-

Name of Director	Mr. Dhruv Sharma
DIN	07844050
Date of Birth (Age)	27/11/1995 (25 years)
Date of Appointment	22/07/2018
Experience and Expertise	Management Consultant
Qualification	B.BA
No. of shares held in the Company	NIL
Directorship held in other Companies as on 31-03-2018	NIL
Membership in Committee in other public Ltd entities as on 31.03.2018	NIL
No.of Board Meeting attended during the year	3
Nature of appointment	Director liable to retire by rotation
Remuneration payable	NIL
Disclosure of Relationship between Directors inter-se	Son of Mr. Mehinder Sharma

The Brief Resume of Mr. Mehinder Sharma, are as follows:-

Name of Director	Mr. Mehinder Sharma
DIN	00036252
Date of Birth (Age)	04/02/1959 (60 years)
Date of Appointment	03/08/1994
Experience and Expertise	Real Estate, Constructions, Hotel Industries & Food Processing
Qualification	M.BA
No. of shares held in the Company	4883480
Directorship held in other Companies as on 31-03-2020	Lords Ishwar Hotels Ltd. & Lords Inn Hotels & Developers Ltd.
Membership in Committee in other public Ltd entities as on 31.03.2020	NIL
No.of Board Meeting attended during the year	2
Nature of appointment	Managing Director liable to retire by rotation
Remuneration payable	NIL
Disclosure of Relationship between Directors inter-se	Father of Mr. Dhruv Sharma

By order of the Board of Directors
ANS Industries Limited

Sd/-
(Manoj Mishra)
Company Secretary
(ACS-18801)

Date : 23rd November, 2020
Place : New Delhi