

Alka India Ltd.

Regd. Off.: E-211, Crystal Plaza, New Link Road,
Andheri (W), Opp. Fameadlabs, Mumbai - 400 053.
Maharashshtra. (India) Phone : +91-22-26736334
+91-22-26736335

Date: 18th May, 2016

To,
The Bombay Stock Exchange Limited
P.J.Tower, Dalal Street,
Mumbai - 400 001

Sub: Notice of Annual General Meeting on 16th June 2016.

With reference to the captioned subject, please find attached herewith the notice of Annual General meeting of Alka India Limited to be held on 16th June 2016 for uploading the same on your website.

Kindly take the same on the record and do the needful.

Thanking You,

Yours Faithfully ,

For ALKA INDIA LIMITED



Authorised Signatory



CIN No : L99999MH1993PLC168521 ; Email Id : alkaindia@gmail.com
Website: www.alkaindia.com

ALKA INDIA LIMITED**CIN: L99999MH1993PLC168521**

E-211, Crystal Plaza, Opp. Fame Adlabs, New Link Road, Andheri (W), Mumbai - 400053.

Website: www.alkaindia.com Contact No.: 022 26736334

NOTICE

NOTICE is hereby given that 22nd Annual General Meeting of the members of Alka India Limited will be held on Thursday, 16th June, 2016 at 9.30 a.m. at Kailash Parbat, K.P. Restaurants, 7A/8A, 'A' Wing, Crystal Plaza, New Link Road, Andheri (West), Mumbai 400053 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2016 and the Report of Directors and Auditors thereon ;
2. To appoint a Director in place of Mr. Ashok Panchariya who retires by rotation and being eligible offers himself for re-appointment ;
3. To appoint Auditors to hold office from the conclusion of this meeting, until the conclusion of the Twenty sixth Annual General Meeting and to their remuneration and pass the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder M/s Agrawal Jain & Gupta (Firm registration No : 0135838C), Chartered Accountants, be and are hereby appointed as Auditors for a period of four (4) years i.e. from the conclusion of this Annual General Meeting until the conclusion of the Twenty sixth (26th) consecutive Annual General Meeting (subject to ratification by members at every Annual General Meeting) at such term and remuneration as may be agreed upon between the Audit Committee/ the Board of Directors of the Company and the Auditors

SPECIAL BUSINESS:

4. To appoint Ms. Jayashree Gangurde be as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and such other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Jayashree Gangurde (DIN No.: 05136384), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on March 31, 2015 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from her along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her

candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from June 16, 2016.”

5. To appoint Mr. Lalit Joshi be as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Lalit Joshi (DIN No.: 07352528), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on March 26, 2016 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from him along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from June 16, 2016.”

6. To adopt new set of Articles of Association containing Articles in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14, 371 (3)(A) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard.”

Registered Office :

E-211, Crystal Plaza,
Opp. Fame Adlabs,
New Link Road,
Andheri (W),
Mumbai - 400 053.

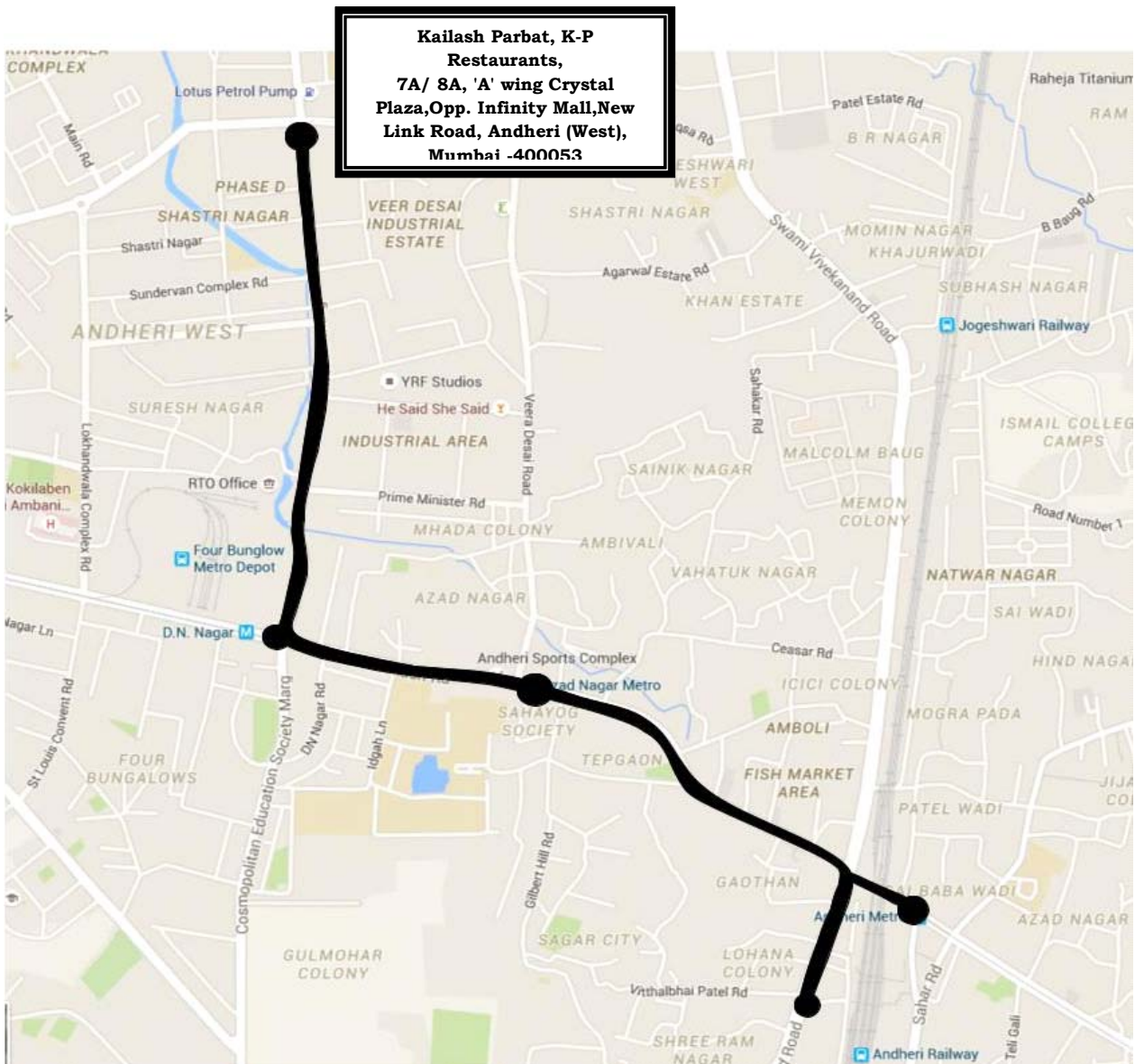
Place : Mumbai

Date : 11th May, 2016

By Order of the Board of Director
For **ALKA INDIA LIMITED**

Sd/-

Ramakant Gokulchand
Chairman & Managing Director
DIN : 03636385



NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING OF THE COMPANY IS ENTITLED TO APPOINT ANOTHER PERSON AS PROXY/ PROXIES TO ATTEND AND VOTE AT THE MEETING (ON THE CALLING OF A POLL ONLY) INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution /authority, as applicable.

2. An Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under item no. 4 to 8 is Annexed hereto
3. The Register of Members and Share Transfer Registers of the Company will remain closed from June 11, 2016 to June 16, 2016
4. Members are requested to sign at the place provided for the attendance slip annexed to the Proxy Form and hand over the slip at the entrance to the place of the meeting.
5. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the meeting.
6. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. Information to Shareholders in pursuance of the Listing Regulations with reference to Appointment of Directors in item no. 4 of the notice is provided in the Explanatory Statement under section 102 of the Companies Act, 2013 and for Item No. 2 for re-appointment of Director is annexed herewith the notice.
8. The Company is pleased to offer e-Voting facility for its Members to enable them to cast their votes electronically. The business as set out in the Notice may be transacted and that :
 - a. The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

- b. The Facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through ballot paper.
- c. The Members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.

The procedure and instructions for members for voting electronically are as under:

- i. The voting period begins at 9.00 A.M. on June 13, 2016 and ends at 5 P.M. on June 15, 2016. 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 June 10, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
- iii. The shareholders should log on to the e-voting website www.evotingindia.com
- iv. Now click on "Shareholders" to cast your votes
- v. Now select "ALKA INDIA LIMITED" from drop down menu and click on "SUBMIT"
- vi. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vii. Next enter the Image Verification as displayed and Click on Login
- viii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- ix. If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> · Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.

	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- x. After entering these details appropriately, click on "SUBMIT" tab
- xi. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat-holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiv. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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- xix. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
1. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on June 10, 2016
 2. Mr. Vishal N. Manseta Practising Company Secretary (Membership No. ACS-25183) Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 3. The Scrutinizer’s shall within a period of three (3) working days from the date of conclusion of the shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the chairman of the Company. Results will be uploaded on the Company’s website as well as intimated to the BSE .
 4. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days between 11.00 a.m. and 1.00 p.m. except Sundays and public holidays, up to the date of the AGM.
 5. The members are requested to note:
 - I. Change of Address/ Bank Details: Members holding shares in physical form are requested to inform M/s Sharex Dynamic Private Limited (Company’s Registrar & Transfer Agent), immediately of any change in their address and bank details. Members
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holding shares in dematerialized form are requested to intimate all changes with respect to their address, bank details, and mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company's records. This will help the Company to provide efficient and better service to the members.

- II. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents, M/s. Sharex Dynamic (India) Pvt Ltd. Accordingly, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to Sharex Dynamic (India) Pvt Ltd.
- III. Section 72 of the Companies Act, 2013, provides for Nomination by the Shareholders of the Company in the prescribed Form No. SH-13 for shares held in physical form. Blank forms will be supplied by M/s Sharex Dynamic Private Limited on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.
- IV. Members seeking any information with regards to the Accounts are requested to write to the Company at an early date, as to enable the Management to keep the information ready at the meeting.
- V. Members attending the Annual General Meeting are requested to bring with them the followings (as applicable):
 - a) Members holding shares in dematerialized form, their DP & Client ID Numbers.
 - b) Members holding shares in physical form their folio numbers.
 - c) Copy of the Annual Report & Notice.
 - d) The Attendance slip duly completed as per the specimen signature lodged with the Company.
 - e) Member Companies/Institutions are requested to send a copy of the resolution of their Board/Governing Body, authorizing their representative to attend and vote at the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 5 Appointment of Woman/Independent Director

Ms. Jayashree Gangurde (DIN: 05136384) was appointed as an Additional Director in the Board meeting held on 31.03.2015. The Board of Directors has proposed as the candidature of Ms. Jayashree Gangurde as a Woman/Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received from Ms. Jayashree Gangurde (i) consent in writing to act as Woman / Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

Ms. Jayashree Gangurde is appointed as an Additional Director in Shree Mahaganga Sugar Mills Limited and Maars Software International Limited and holds no shares in the Company.

The Resolution seeks the approval of members for the appointment of Ms. Jayashree Gangurde as Women / Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Ms Jayashree Gangurde proposed to be appointed, as a Women / Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made hereunder and also the provisions as laid down in listing regulation and she is independent.

A copy of the draft letter of appointment of Ms Jayashree Gangurde as an Independent Director would be available for inspection to the shareholders at the registered office of the Company on all working days (except Sundays and Public Holidays) between 11:00 a.m. and 1:00 p.m. till the date of the meeting.

The Notice and this Statement may also be regarded as a disclosure under SEBI regulations of the Listing Regulations.

None of the Directors of the Company in anyway, except Ms. Jayashree Gangurde in her personal capacity for whom the Resolution relates, are interested or concerned in the Resolution.

The Board recommends this Resolution for your Approval.

S.No.	Name of the Director	Ms Jayshree Gangurde
1.	Date of Birth	07/10/1973
2.	Nationality	Indian
3.	Date of Appointment on the Board	31/03/2015
4.	Qualification	Professional
5.	Expertise in specific functional area	Professional
6.	Number of Shares held in the Company	Nil
7.	Number of Board Meetings attended	12
8.	Directorship held in other public companies (except foreign companies and Government Bodies)	Shree Mahaganga Sugar Mills Ltd. & Maars Software International Ltd.
9.	Chairman/ Member in the Committees of the boards in which he/ she is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Relationship Committee)	Member of Audit Committee- No Member of Nomination and Remuneration Committee- No Stakeholders' Relationship Committee - No

Item No. 5 Appointment of Independent Director

Mr. Lalit Joshi (DIN: 07352528) was appointed as an Additional Director in the Board meeting held on 26.03.2016. The Board of Directors has proposed as the candidature of Mr. Lalit Joshi as an Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received from Mr. Lalit Joshi (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Mr. Lalit Joshi as Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Lalit Joshi proposed to be appointed, as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made hereunder and also the provisions as laid down in listing regulation and he is independent.

A copy of the draft letter of appointment of Mr. Lalit Joshi as an Independent Director would be available for inspection to the shareholders at the registered office of the Company on all working days (except Sundays and Public Holidays) between 11:00 a.m. and 1:00 p.m. till the date of the meeting.

The Notice and this Statement may also be regarded as a disclosure under SEBI Listing Regulations of the Listing Regulations.

None of the Directors of the Company in anyway, except Mr. Lalit Joshi in his personal capacity for whom the Resolution relates, are interested or concerned in the Resolution.

The Board recommends this Resolution for your Approval.

S.No.	Name of the Director	Mr. Lalit Joshi
1.	Date of Birth	03/01/1993
2.	Nationality	Indian
3.	Date of Appointment on the Board	26/03/2016
4.	Qualification	Professional
5.	Expertise in specific functional area	Professional
6.	Number of Shares held in the Company	Nil
7.	Number of Board Meetings attended	Nil
8.	Directorship held in other public companies (except foreign companies and Government Bodies)	KSS Ltd.
9.	Chairman/ Member in the Committees of the boards in which he/ she is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Relationship Committee)	Member of Audit Committee- yes Member of Nomination and Remuneration Committee- yes Stakeholders' Relationship Committee - yes

Item No.6- Adoption of new set of Articles of Association

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AOA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AOA of the Company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AOA by new set of Articles. The new set of AOA to be replaced in place of existing AOA is based on Table F of schedule I of the Companies Act, 2013 which sets out the model AOA for a Company Limited by

Shares and also carries forward certain provisions from the existing AOA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of AOA is available for inspection to the shareholders at the registered office of the Company on all working days (except Sundays and Public Holidays) between 11:00 a.m. and 1:00 p.m. till the date of the meeting.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

The Board recommends this Resolution for your Approval.

Registered Office :

E-211, Crystal Plaza,
Opp. Fame Adlabs,
New Link Road,
Andheri (W),
Mumbai - 400 053.

By Order of the Board of Director
For ALKA INDIA LIMITED

Sd/-

Ramakant Gokulchand
Chairman & Managing Director
DIN : 03636385

Place : Mumbai

Date : 11th May, 2016

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulations 17 of the SEBI (LODR)Regulations, 2015)

Names of Directors	Ashok Panchariya
Date of Birth	24/11/1977
Date of Appointment	29/04/2005
Expertise in functional area	Business
List of outside directorship held, excluding Alternate Directorship, Private Companies, and Foreign Companies	NIL
Chairman/member of the Committee of the Board of Directors of the Company	No (Audit Committee, Remuneration Committee and Shareholders Grievance Committee)
Chairman/member of the Committee of the Board of Directors of the Company other Companies in which he/she is a director	NIL
a. Audit Committee b. Investor Grievance Committee	NIL
No. of Shares held in the Company	366000