

## Notice

Notice is hereby given that the 2nd (Second) Annual General Meeting of the Members of **The Anup Engineering Limited** (Formerly known as Anveshan Heavy Engineering Limited) will be held on Wednesday, 7th August, 2019 at 9:30 a.m. at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 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 and the reports of the Board of Directors and Auditors thereon.
- 2 To declare dividend on equity shares.
- 3 To appoint a Director in place of Mr. Sanjay S. Lalbhai (holding DIN 00008329), who retires by rotation in terms of Article 168 of the Articles of Association of the company and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the provisions of Section 148 and other 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], the consent of the members be and is hereby accorded to ratify the remuneration, decided by the Board of Directors on the recommendations of the Audit Committee, of ₹ 25,000 (Rupees Twenty Five Thousand) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit, payable to M/s. Maulin Shah & Associates, Cost Accountants, Ahmedabad, having Firm Registration No. 32503, appointed by the Board to conduct the audit of cost records maintained by the company in respect of Heat Exchangers / Pressure Vessels/ Columns/ Reactors etc. products for the Financial Year ended 31st March, 2020.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.

- 5 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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Samveg bhai Lalbhai (DIN: 00009278) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 1st November, 2018 and holds office until the conclusion of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying the intention to propose appointment of Mr. Samveg bhai Lalbhai as a Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

- 6 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 any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Arpit Patel (DIN: 00059914), who was appointed as Independent Director w.e.f. 1st November 2018 and who qualifies for being appointed as an Independent Director and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member proposing his 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 five consecutive years up to 31st October 2023.

- 7 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 any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ganpatraj Chowdhary (DIN: 00344816), who was appointed as Independent Director w.e.f. 1st November, 2018 and who qualifies for being appointed as an Independent Director and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member proposing his 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 five consecutive years up to 31st October 2023.

- 8 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 any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Reena Bhagwati (DIN: 00096280), who was appointed as Independent Director w.e.f. 1st November, 2018 and who qualifies for being appointed as an Independent Director and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member proposing her 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 five consecutive years up to 31st October 2023.

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

RESOLVED THAT pursuant to Sections 197 and 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and subject to all approvals, permissions and sanctions as may be necessary, approval of the Company be and is hereby accorded for the payment of commission to the Director(s) of the Company who is / are neither in the whole time employment nor managing director(s), in accordance with and up to the limits not exceeding 1% as laid down under the provisions of Section 197 of the Act, computed in the manner specified in the Act, and be paid to the Directors of the Company or some or any of them (other than the Managing Director and Whole time Director(s)), for a period of 5 years from 1st April, 2019 to 31st March, 2024 in such manner and up to such amount within the above limit as the Board and/or Committee of the Board may, from time to time, determine.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Committee constituted by the Board be and are hereby authorized to take all actions and do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

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

RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(b) of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto ("the SEBI ESOS Regulations") as and when they become applicable to the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations") as and when they become applicable to the Company, the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (which shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board of Directors constituted by the Board, to exercise its powers including powers conferred by this Resolution) (hereinafter referred to as "the Board" or as "the Committee"), consent of the Shareholders be and is hereby accorded to create, offer, issue and allot at any time in one or more tranches to or for the benefit of such person(s) who are in permanent employment of the Company, whether working in India or out of India, including Director of the Company, whether Whole-time director or not, but excluding Promoter, Promoter group and independent Directors and such other persons as may from time to

time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as "Employees") selected on the basis of criteria decided by the Board such number of stock options exercisable into not more than 5,00,000 (Five Lakhs only) equity shares of the Company of face value of ₹ 10/- each, under one or more Employee Stock Option Schemes, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority.

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, for the purpose of making a fair and reasonable adjustment, the number of options to be granted and / or the exercise price payable under the Schemes shall be appropriately adjusted, without affecting any other rights or obligations under the Schemes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity shares upon exercise of options from time to time in accordance with the employee stock option Schemes and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said option grantees.

RESOLVED FURTHER THAT the Board/Committee, be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation/reference to the amendment of the Scheme to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to vary, amend, modify or alter the terms of the Scheme in accordance with and subject to the terms of the Act and any Guidelines, Rules or Regulations that may be issued by any regulatory/statutory authority, as applicable.

RESOLVED FURTHER THAT the Board/Committee, be and is hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above.

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

RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(b) of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange

Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto (“the SEBI ESOS Regulations”) as and when they become applicable to the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”) as and when they become applicable to the Company, the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (which shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board of Directors constituted by the Board, to exercise its powers including powers conferred by this Resolution) (hereinafter referred to as “the Board” or as “the Committee”), consent of the Shareholders be and is hereby accorded to create, offer, issue and allot at any time to or for the benefit of such person(s) who are in permanent employment of the holding company and the subsidiaries of the Company (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time), whether working in India or out of India, including Director of the Company, whether Whole-time director or not, but excluding Promoter, Promoter group and independent Directors and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as “Employees”) selected on the basis of criteria decided by the Board such number of stock options exercisable into not more than 5,00,000 (Five Lakhs only) equity shares of the Company of face value of ₹ 10/- each, under one or more Employee Stock Option Schemes, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority.

RESOLVED FURTHER THAT the maximum number of stock incentives granted to Eligible Employees of the Company, its holding Company and its subsidiaries under the scheme shall not cumulatively exceed 5,00,000 (Five Lakhs only) stock options exercisable into not more than 5,00,000 (Five Lakhs only) equity shares of face value ₹ 10/- each.

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, for the purpose of making a fair and reasonable adjustment, the number of options to be granted and / or the exercise price payable under the Schemes shall be appropriately adjusted, without affecting any other rights or obligations under the Schemes.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of options from time to time in accordance with the employee stock option Schemes and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Schemes shall automatically stand augmented or reduced,

as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said option grantees.

RESOLVED FURTHER THAT the Board/Committee, be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation/reference to the amendment of the Scheme to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to vary, amend, modify or alter the terms of the Scheme in accordance with and subject to the terms of the Act and any Guidelines, Rules or Regulations that may be issued by any regulatory/statutory authority, as applicable.

RESOLVED FURTHER THAT the Board/Committee, be and is hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above.

**Registered Office:**

Behind 66 KV Elec. Sub-Station,  
Odhav Road,  
Ahmedabad-382415

**Date: 20th May, 2019**

**By order of the Board  
For The Anup Engineering Limited**

**Chintankumar Patel  
Company Secretary**

**NOTES**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 4 to 11 of the Notice, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as a Director under Item No. 3,5,6,7 and 8 of the Notice are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of AGM. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 1st August 2019 to Wednesday, the 7th August 2019 (both days inclusive).
4. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No.
5. The dividend on equity shares for the year ended 31st March, 2019, if declared at the meeting, will be paid/dispached on due date to those members whose names appear on the Company's Register of Members on 7th August, 2019 or on records of National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on 31st July 2019.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd. in case the shares are held by them in physical form.  
  
SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Pvt. Ltd.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Link Intime India Pvt. Ltd. for assistance in this regard.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime India Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Members intending to require information about Accounts in the Meeting are requested to inform the Company at least 7 days in advance of the AGM.
11. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent

by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website [www.anupengg.com](http://www.anupengg.com) > Investor.

12. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/Link Intime India Pvt. Ltd.
13. All documents referred to in the accompanying Notice of the AGM and explanatory statement shall be open for inspection without any fee at the registered office of the Company during normal business hours on any working day upto and including the date of the AGM of the Company.
14. The route map showing directions to reach the venue of the AGM is annexed with attendance slip.
15. Instructions for e-Voting:  
  
A separate sheet containing the complete details of the instructions for e-Voting is being sent to all the shareholders along with the Annual Report for the year 2018-19 to enable them to cast their votes through e-Voting.

**Registered Office:**

Behind 66 KV Elec. Sub-Station,  
Odhav Road,  
Ahmedabad-382415

**Date: 20th May, 2019****By order of the Board****For The Anup Engineering Limited**

**Chintankumar Patel**  
**Company Secretary**

**Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013:****Item No. 4**

The Board of Directors on the recommendation of the Audit Committee, re-appointed M/s. Maulin Shah & Associates, Cost Accountants, Ahmedabad as the Cost Auditors to carry out the audit of cost records of the Company for the financial year 2019-20 and fixed the remuneration of ₹ 25,000/- (Twenty Five Thousand Only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies [Audit and Auditors] Rules, 2014, the remuneration fixed by the Board of Directors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution for ratification of remuneration payable to the Cost Auditors to carry out the audit of cost records of the Company for the financial year 2019-20.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in anyway concerned or interested in the said Resolution.

The Board recommends this Ordinary Resolution for your approval.

**Item No. 5**

Mr. Samvegubhai Lalbhai, was appointed as an Additional Director w.e.f 1st November, 2018. He holds a Bachelor's degree in Commerce from Gujarat University. He is actively associated with Ahmedabad Textile Mills Association, Ahmedabad Textile Industry's Research Association, Gujarat Chamber of Commerce and Industry and Indian Cotton Mills Federation. He is also associated with some of the social institutions established by Lalbhai Group.

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Samveg bhai Lal bhai as Non-Executive Director. Hence Board of Directors has proposed that Mr. Samveg bhai Lal bhai be appointed as the Non-Executive Director of the Company, who shall be liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Samveg bhai Lal bhai for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Mr. Samveg bhai Lal bhai and his relatives are interested in this resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this ordinary resolution.

The Board recommends this Ordinary Resolution for your approval.

#### **Item No. 6**

The Board of Directors of the Company ("the Board") on 1st November 2018, recommended the appointment of Mr. Arpit Patel as an Independent Director of the Company w.e.f. 1st November 2018 to the members, in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations 2015"), or any amendment thereto or modification thereof and his appointment shall not be subject to retirement by rotation.

He is a senior Chartered Accountant with broad experience in handling assignments ranging from statutory audit to corporate advisory involving interplay of various laws. He has contributed as a Partner at M/s. Kantilal Patel & Co. and M/s. S. R. Batliboi & Co. LLP (a member firm of EY Global). He is a member of Audit Committee, Nomination and Remuneration Committee, Stakeholder relationship Committee and Corporate Social Responsibility committee of the Company. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Arpit Patel as an Independent Director. Mr. Arpit Patel fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Consent of the Members is required for appointment of Mr. Arpit Patel, in terms of Section 149 of the Act. Requisite Notice proposing the appointment of Mr. Arpit Patel has been received by the Company, and consent has been filed by Mr. Arpit Patel pursuant to Section 152 of the Act.

Mr. Arpit Patel and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution.

The Board recommends this Ordinary Resolution for your approval.

#### **Item No. 7**

The Board of Directors of the Company ("the Board") on 1st November 2018, recommended the appointment of Mr. Ganpatraj Lalchand Chowdhary as an Independent Director of the Company w.e.f. 1st November 2018 to the members, in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations 2015") or any amendment thereto or modification thereof and his appointment shall not be subject to retirement by rotation.

He is Chairman & Managing Director of Riddhi Siddhi Gluco Biols Limited & Shree Rama Newsprint Limited. He spent more than 26 years as entrepreneur. He is a member of Audit Committee, Nomination and Remuneration Committee, Stakeholder relationship Committee and Corporate Social Responsibility committee of the Company. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ganpatraj Chowdhary as an Independent Director. Mr. Ganpatraj Chowdhary fulfils the conditions specified in Section 149(6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Consent of the members is required for appointment of Mr. Ganpatraj Chowdhary in terms of Section 149 of the Act. Requisite Notice proposing the appointment of Mr. Ganpatraj Chowdhary has been received by the Company and consent has been filed by Mr. Ganpatraj Chowdhary pursuant to Section 152 of the Act.

Mr. Ganpatraj Chowdhary and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution.

The Board recommends this Ordinary Resolution for your approval.

#### **Item No. 8**

The Board of Directors of the Company ("the Board") on 1st November 2018, recommended the appointment of Ms. Reena Bhagwati as an Independent Director of the Company with effect from 1st November 2018 to the members, in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations 2015"), or any amendment thereto or modification thereof and his appointment shall not be subject to retirement by rotation.

She is having 28 years of successful experience providing Fiscal, Strategic and Operations leadership in various Engineering businesses. She is a dynamic, results oriented leader with a proven track record in Foundry and other Engineering businesses. She is a member of Audit Committee of the

Company. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Reena Bhagwati as an Independent Director. She fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Consent of the members is required for appointment of Ms. Reena Bhagwati, in terms of Section 149 of the Act. Requisite Notice proposing the appointment of Ms. Reena Bhagwati has been received by the Company, and consent has been filed by Ms. Reena Bhagwati pursuant to Section 152 of the Act.

Ms. Reena Bhagwati and her relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution.

The Board recommends this Ordinary Resolution for your approval.

#### **Item No. 9**

The Non-Executive Directors and the Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, corporate strategy, information systems and finance.

Section 197 of the Companies Act, 2013 permits the payment of remuneration to a Director who is neither a Whole-time Director, nor a Managing Director of a Company, by way of commission not exceeding 1% of the net profits of the Company, if the Company authorizes such payment by a Special Resolution at the General Meeting of the Company. The Non-executive Directors including Nominee Directors are required to devote more time and attention to the Company, particularly in view of the more responsibility expected of them through Corporate Governance Policies. The Board, therefore, recognizes the need to suitably remunerate the director(s) of the Company who are neither in the whole-time employment nor managing director(s) with commission up to a ceiling of 1% of the net profits, if any, of the Company, as and when required, computed in the manner specified in the Act, for a period of 5 years from 1st April 2019 to 31st March 2024.

The Board and/or Committee of the Board may from time to time determine, as and when required, the amount of commission within the limit of 1% of the net profit and the same be apportioned amongst the Non-Executive Directors [other than the Managing Director and Whole-time Director(s)] in such manner as the Board and/or Committee may deem fit for a period from 1st April, 2019 to 31st March, 2024. The payment of remuneration by way of commission to Non-Executive Directors will be in addition to the sitting fees payable to them for attending each meeting of the Board/Committee.

All the Non-executive Directors of the Company, may be deemed to be concerned or interested in this resolution to the extent of commission that may be payable to them from time to time.

The Board recommends this Ordinary Resolution for your approval.

#### **Item No. 10 and 11**

Stock Options are an effective instrument to attract, reward and retain the talented and key Employees in the Company. They also create a sense of

ownership and participation amongst the employees of the Company and achieve sustained growth of the Company by creation of shareholder value by aligning the interests of the employees with that of the Organization.

The Board of Directors, keeping in view of the above-mentioned objectives, at their meeting held on 20th May 2019 formulated ANUP - Employee Stock Option Scheme - 2019 ("ANUP ESOS 2019") for the present and/or future permanent employees of the Company including holding company and subsidiary companies of the company (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time) (hereinafter referred to as 'employees' or 'said employees') in accordance with the applicable laws.

In terms of the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, issue of equity shares to the employees requires an approval of the Members by way of a Special Resolution and accordingly, the said Special Resolution seeks your approval for the further issue of Equity Shares under the ANUP ESOS 2019, to the employees of the Company, as may be determined by the Nomination and Remuneration Committee.

The Salient features of the ANUP ESOS 2019 as per Regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are as follows:

#### **a) Brief description of the Scheme**

The Company recognizes and appreciates the critical role played by the employees of the Company in bringing about growth of the organization. It strongly feels that the value created by them should be shared with them. To promote the culture of employee ownership in the Company, approval of the shareholders is being sought for issue of stock options to the employees of the Company. The purpose of the Scheme is:

- Creation of wealth
- Retention of critical Employees
- Increase the performance of Employees

The Scheme shall be administered by the Board/Committee.

#### **b) The total number of options to be granted**

The total number of options that may, in the aggregate, be issued would be such number of options which shall entitle the option holders to acquire in one or more tranches up to 5,00,000 (Five Lakhs only) equity shares of ₹ 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time). The Employees are not required to pay any amount at the time of grants made to them.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of Option grantees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed/cancelled options as per the provisions of ESOS - 2019.

The Board/Committee shall in accordance with the Applicable Laws determine the procedure for making a fair and reasonable adjustment to the ESOS entitlement of an Option Grantee in case of a

stock split, stock consolidation, rights issue, bonus issue, merger, demerger, amalgamation, sale of division and any other form of corporate restructuring, if any.

If the Company issues bonus or rights shares, the Option Grantee will not be eligible for the bonus or rights shares in the capacity of an Option Grantee, except that the entitlement to the number of options and the Exercise Price will be adjusted, as determined by the Board/Committee. Only if the employee stock options are vested and exercised and the Option Grantee is a valid holder of the shares of the Company, the Option Grantee would be entitled for bonus or rights options as Option holder of the Company. Accordingly, if any additional options/shares are issued by the Company to the option grantees for making such fair and reasonable adjustment, the above ceiling of 5,00,000 (Five Lakhs only) shall be deemed to be increased to the extent of such additional options/shares issued.

**c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme**

The following classes of employees of the Company, Holding Company and the Company's Subsidiaries (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time), depending upon the eligibility criteria determined by the Board, are entitled to participate in ESOS - 2019 (the "Eligible Employees"):

- a) a permanent employee of the Company who has been working in India or outside India; or
- b) a director of the Company, whether a whole time director or not but excluding an independent director; or
- c) an employee as defined in clauses (a) or (b) of a subsidiary, whether in India or outside India, or of a Holding Company of the company; or
- d) such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time

but does not include-

- i. an employee who is a promoter or a person belonging to the promoter group; or
- ii. a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

**d) Requirements of vesting and period of vesting**

The options granted under ESOS - 2019 shall vest so long as the employee continues to be in the employment of the Company or its Holding or its subsidiary subject to maximum period of 5 (five) years, as the case may be, as per applicable laws. The Board/Committee may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 1 (one) year. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOS - 2019.

The options which vested may be cancelled in the following events:

- i. Expiry of exercise period;
- ii. Resignation/Termination due to misconduct / breach of company policies, etc; and
- iii. Abandonment/Long Leave.

**e) Maximum period within which the options shall be vested**

The maximum vesting period may extend up to 5 (five) years from the date of grant of options.

**f) Exercise price or pricing formula**

Exercise Price means the price, if any, payable by the Employee for exercising the Vested Option granted to him in pursuance of the Scheme.

The exercise price shall be the Market Price for options to be granted under this scheme. However, it can be such other price as may be decided by the Board/Committee for grant of options not exceeding 0.5% of the paid-up equity shares as on 31st March 2019 i.e. not exceeding 50,969 shares or such other price as may be required to be arrived in accordance with the applicable laws.

Further, Board/Committee shall grant such options not exceeding 0.5% of paid up capital as mentioned above to employees in lieu of cash compensation based on achievement of key performance indicators and such options shall not exceed 0.15% of the paid-up capital i.e. not exceeding 15,290 shares to any one employee.

Explanation - Market Price means the latest available closing price on a recognised stock exchange on which the shares of the company are listed on the date immediately prior to the relevant date and if such shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

**g) Exercise period and process of exercise**

- (a) Employees shall be entitled to exercise options in one or more tranches within such period as may be prescribed by the Board, which period shall not be less than one year from the date of grant and shall not exceed a period of five years from the date of respective vesting of options.
- (b) In the event of an Employee being transferred between the Company, its Subsidiaries or its Holding Company, and at instance of or with consent of the Company, the Option Grantee will continue to hold all the Vested Options and can Exercise them anytime within the Exercise Period. All Unvested Options shall vest as per the Vesting schedule.

The process and conditions subject to which options can be exercised shall be laid down by the Board of the Company.

**h) Appraisal Process for determining the eligibility of Employees to the Scheme**

The appraisal process for determining the eligibility of the employees will be specified by the Board/Committee, and will be based on criteria such as criticality of the role, designation, length of service, past performance record, future potential of the employee and / or such other criteria that may be determined by the Board, at its sole discretion.

**i) Maximum number of options to be issued per Employee and in the aggregate**

The number of Options that may be granted to any specific employee under ESOS-2019 shall not exceed the number of Shares equivalent to 1% of the Issued Share Capital (excluding outstanding warrants and conversions) of the Company in aggregate in any one year unless prior specific approval from members of the Company through a special resolution to this effect is obtained.

**j) Maximum Quantum of benefits to be provided per employee**

The maximum quantum of benefits underlying the options issued to an Eligible Employee shall depend upon the market price of the equity shares of the Company, as on the date of sale of such equity shares.

**k) Whether the scheme is to be implemented and administered directly by the Company or through a trust**

The Scheme will be implemented directly by the Company under the guidance of the Nomination and Remuneration Committee of the Board.

**l) Whether scheme involves new issue of shares by the Company or Secondary acquisition by the trust**

The Scheme will involve only new issue of shares by the Company.

**m) The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.**

Not applicable since the Scheme is not implemented through Trust.

**n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)**

Not applicable since the Scheme is not implemented through Trust.

**o) Disclosure and accounting policies**

The Company shall comply with the disclosure and the accounting policies prescribed as per the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 (as amended from time to time) and the guidelines issued by Institute of Chartered Accountants of India from time to time.

**p) Method of Valuation**

To calculate the employee compensation cost, the Company shall use Fair Value Method or any other applicable accounting guidelines for valuation of the options granted.

**q) Certificate from auditors**

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company.

**r) Other terms**

The employees to whom options have been granted (and which have not been exercised by them) shall have right, without giving any reason/s, to surrender such options, whether vested or otherwise and such surrendered options shall be added back to the number of Options that are pending to be granted.

The Board or Nomination and Remuneration Committee shall have the absolute authority to vary, modify or alter the terms of the Scheme in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option Grantees.

The Board or Nomination and Remuneration Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the ESOS - 2019, subject to compliance with the Applicable Laws and Regulations.

As the Scheme would entail further shares to be offered to persons other than existing Members of the Company, consent of the members is sought pursuant to the provisions of section 42 and 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of Clause 6 of the SEBI ESOS Regulations.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 10 & 11, except to the extent of their shareholding entitlements, if any, under the ESOS.

Your Directors recommend the Resolution set out in Item No. 10 & 11 of the Notice for adoption by the Shareholders as Special Resolution/s.

**Registered Office:**

Behind 66 KV Elec. Sub-Station,  
Odhav Road,  
Ahmedabad-382415

**Date: 20th May, 2019**

**By order of the Board**

**For The Anup Engineering Limited**

**Chintankumar Patel  
Company Secretary**



**Annexure to Item No. 3, 5, 6, 7 and 8 of the Notice**

**Details of Directors seeking appointment/ reappointment at the ensuing Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (ss-2) issued by the Institute of Company Secretaries of India).**

<b>Name of the Director</b>	<b>Mr. Sanjay S. Lalbhai</b>	<b>Mr. Samvegbhai Lalbhai</b>	<b>Mr. Arpit Patel</b>	<b>Mr. Ganpatraj Chowdhary</b>	<b>Ms. Reena Bhagwati</b>
Director Identification Number (DIN)	00008329	00009278	00059914	00344816	00096280
Date of Birth	10.04.1954	04.06.1961	04.06.1958	23.03.1963	26.08.1966
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment	25.10.2017	01.11.2018	01.11.2018	01.11.2018	01.11.2018
Qualification	<ul style="list-style-type: none"> <li>• Bachelor of Science</li> <li>• Masters in Management Studies</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of Commerce</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of Commerce</li> <li>• Chartered Accountant</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of Commerce</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of Commerce</li> <li>• MBA from Carnegie Mellon University, Pittsburgh, USA</li> </ul>
Expertise in specific functional Area and experience	Industrialist, Apparel & Textile Industry domain; Entrepreneur; Board Service & Governance	35 years of vast experience in the business of Textiles and an eminent personality of Textile Industry.	Audits and corporate advisory involving interplay of various laws	Operations and General Management	28 years of experience in providing Fiscal, Strategic and Operational leadership in various Engineering businesses
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	Refer item no. 3 of the Notice	Refer item no. 5 of the Notice read with explanatory statement thereto	Refer item no. 6 of the Notice read with explanatory statement thereto	Refer item no. 7 of the Notice read with explanatory statement thereto	Refer item no. 8 of the Notice read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Refer report on Corporate Governance	Refer report on Corporate Governance	Refer report on Corporate Governance	Refer report on Corporate Governance	Refer report on Corporate Governance
Directorship in other Companies as on 31.3.2019 (excluding Foreign, private and Section 8 companies)	<ol style="list-style-type: none"> <li>1. Arvind Limited</li> <li>2. Arvind SmartSpaces Limited</li> <li>3. Adani Ports and Special Economic Zone Limited</li> <li>4. Arvind Fashions Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Atul Limited</li> <li>2. Bengal Tea &amp; Fabrics Limited</li> </ol>	--	<ol style="list-style-type: none"> <li>1. Shree Rama Newsprint Limited</li> <li>2. Riddhi Siddhi Gluco Biols Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Bhagwati Autocast Limited</li> <li>2. Eimco Elecon (India) Limited</li> <li>3. Symphony Limited</li> <li>4. E-Infochips Limited</li> </ol>

Name of the Director	Mr. Sanjay S. Lalbhai	Mr. Samvegbhai Lalbhai	Mr. Arpit Patel	Mr. Ganpatraj Chowdhary	Ms. Reena Bhagwati
Membership of Committees in other Public Limited Companies	<b>Arvind Limited</b> Stakeholders' Relationship Committee - Member <b>Arvind SmartSpaces Limited</b> Stakeholders' Relationship Committee - Chairman Corporate Social Responsibility Committee - Chairman	<b>Bengal Tea &amp; Fabrics Limited</b> Nomination & Remuneration Committee - Member	--	<b>Riddhi Siddhi Gluco Biols Limited</b> Audit Committee - Member Stakeholders' Relationship Committee - Member Corporate Social Responsibility Committee - Member <b>Shree Rama Newsprint Limited</b> Nomination & Remuneration Committee - Member	<b>Bhagwati Autocast Limited</b> Audit Committee - Member Stakeholders' Relationship Committee - Member <b>Symphony Limited</b> Audit Committee - Member
No. of Shares held in the Company as on 31.03.2019 (Face Value ₹ 10/- per share)	1456	1344	Nil	Nil	1074
Number of meetings of the Board attended during the Financial Year 2018-19	Refer report on Corporate Governance	Refer report on Corporate Governance	Refer report on Corporate Governance	Refer report on Corporate Governance	Refer report on Corporate Governance
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Sanjay S. Lalbhai is father of Mr. Punit S. Lalbhai Non-Executive Director of the Company	None	None	None	None



## THE ANUP ENGINEERING LIMITED

ATTENDANCE SLIP

(Formerly known as Anveshan Heavy Engineering Limited)

CIN: L29306GJ2017PLC099085

Registered Office: Behind 66 KV Elec. Sub-Station, Odhav Road, Ahmedabad-382415, Gujarat, India.

Phone: +91 79 22872823 Fax: +91 79 22870642 Email: investorconnect@anupengg.com Website: www.anupengg.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting

DP Id*	
--------	--

Folio No.	
-----------	--

Client Id*	
------------	--

No. of Shares	
---------------	--

Name & address of the shareholder /proxy \_\_\_\_\_

I hereby record my presence at the 2nd Annual General Meeting of the Company held on Wednesday, the 7th August, 2019 at 09:30 a.m. at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram sarabhai Marg, Ahmedabad - 380015

\*Applicable for shareholding in electronic form.

\_\_\_\_\_  
Signature of Shareholder /Proxy



## THE ANUP ENGINEERING LIMITED

PROXY FORM

(Formerly known as Anveshan Heavy Engineering Limited)

CIN: L29306GJ2017PLC099085

Registered Office: Behind 66 KV Elec. Sub-Station, Odhav Road, Ahmedabad-382415, Gujarat, India.

Phone: +91 79 22872823 Fax: +91 79 22870642 Email: investorconnect@anupengg.com Website: www.anupengg.com

### Form No. MGT-11

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

Name of the member(s):

Registered address:

E-mail Id:

Folio No./DPID/Client ID:

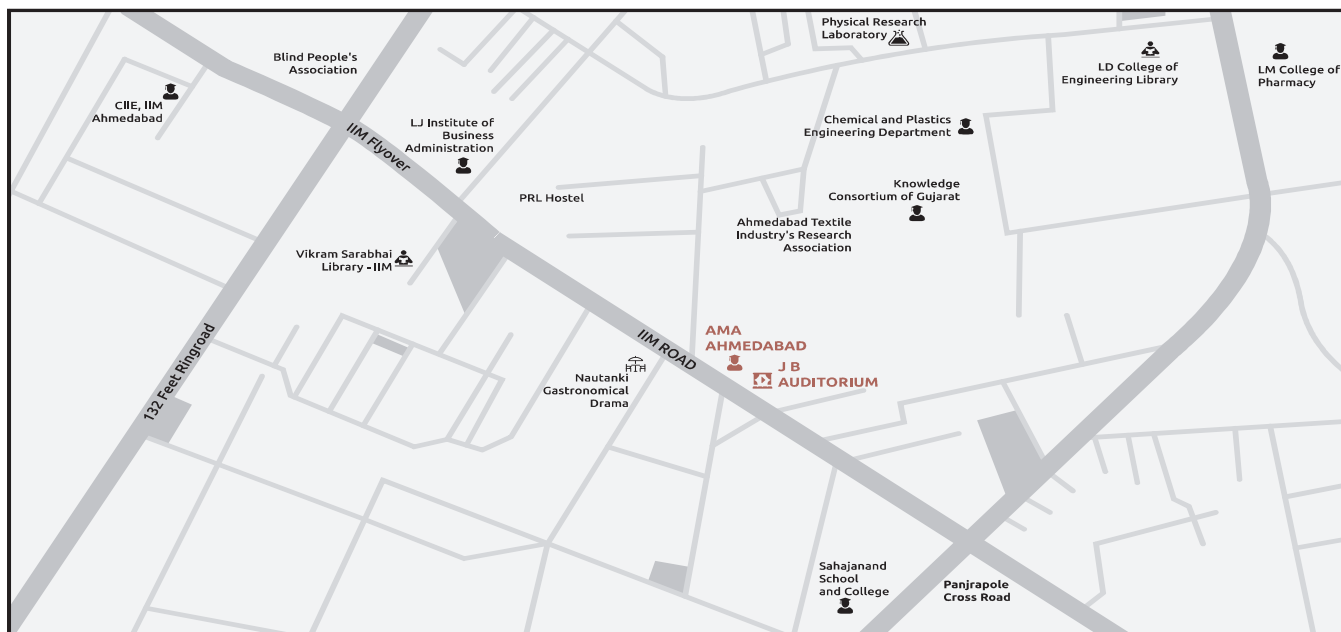
I/We, being the member (s) of above named Company, hold \_\_\_\_\_ shares hereby appoint

- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Annual General Meeting of the Company, to be held on Wednesday, the 7th August, 2019 at 09:30 a.m. at J. B. Auditorium, Ahmedabad Management Association, ATIRA Camps, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional *	
		For	Against
<b>Ordinary Business</b>			
1	Ordinary Resolution for adoption of the audited financial statements of the Company for the Financial Year ended 31st March, 2019 and the reports of the Directors and Auditors thereon.		
2	Ordinary Resolution for declaration of dividend on equity shares.		
3	Ordinary Resolution for re-appointment of Mr. Sanjay S. Lalbhai as Director of the Company, liable to retire by rotation.		

**Route Map for the venue of the meeting, J. B. Auditorium  
Ahmedabad Management Association (AMA), Ahmedabad**



Resolution No.	RESOLUTIONS	Optional*	
		For	Against
<b>Special Business</b>			
4	Ordinary Resolution for Ratification of the remuneration of M/s. Maulin Shah & Associates, Cost Accountants for the Financial Year ending 31st March, 2020.		
5	Ordinary Resolution for Appointment of Mr. Samvegbbhai Lalbhai as Non-Executive Director of the Company.		
6	Ordinary Resolution for Appointment of Mr. Arpit Patel as an Independent Director of the Company.		
7	Ordinary Resolution for Appointment of Mr. Ganpatraj Chowdhary as an Independent Director of the Company.		
8	Ordinary Resolution for Appointment of Ms. Reena Bhagwati as an Independent Director of the Company.		
9	Ordinary Resolution to consider payment of Commission to Non-Executive Directors and Independent Directors of the Company.		
10	Special Resolution to approve Employee Stock Option Scheme 2019 to the eligible employees of the Company.		
11	Special Resolution to approve Employee Stock Option Scheme 2019 to the eligible employees of the Holding Company and Subsidiary Companies of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Signature of Shareholder \_\_\_\_\_

Signature of Proxyholder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

**Notes:**

- 1 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.
- 2 For the Resolution, Explanatory Statement and Notes, please refer to Notice of Annual General Meeting.
- 3 \*It is Optional to put a '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitle to vote in the manner as he/she thinks appropriate.
- 4 Please complete all details including details of member(s) in above box before submission.



## THE ANUP ENGINEERING LIMITED

(Formerly known as Anveshan Heavy Engineering Limited)

(Incorporated under the Companies Act, 2013)

(CIN: L29306GJ2017PLC099085)

Registered Office: Behind 66 KV, Elec. Sub-Station, Odhav Road, Ahmedabad – 382 415, Gujarat, India

Website: [www.anupengg.com](http://www.anupengg.com), Phone No.: 079-2287 2823, 2287 0622, Fax No.: 079-2287 0642

Name and Registered Address of Shareholder:

SR No.

Registered Folio No./DP ID/Client ID	No. of shares held

Dear Member,

### Subject: Process and manner for availing e-Voting facility

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business 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 the AGM ("remote e-Voting") will be provided by National Securities Depository Limited (NSDL).

The e-Voting facility is available at the link <https://www.evoting.nsdl.com/>. The electronic voting particulars are set out below:

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN
110889		

The remote e-Voting facility will be available during the following voting period:

Commencement of e-Voting	3 <sup>rd</sup> August, 2019 at 09:00 a.m. IST
End of e-Voting	6 <sup>th</sup> August, 2019 at 05:00 p.m. IST

Please read the instructions printed below before exercising your vote.

These details and instructions form integral part of the Notice for the 2<sup>nd</sup> Annual General Meeting to be held on 7<sup>th</sup> August, 2019.

### INSTRUCTIONS FOR E-VOTING

#### Members are requested to follow the below instructions to cast their vote through e-Voting:

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

**Step 1: Login 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 are mentioned below:

#### How to Log in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under Shareholder's section.
- 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 e - services i.e. IDEAS, you can Login at <https://eservices.nsdl.com/> with your existing IDEAS Login. Once you Login to NSDL eservices after using your Login credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
- 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:

- If you are already registered for e-Voting, then you can use your existing password to Login and cast your vote.
- 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](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based Login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are 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 The Anup Engineering Limited 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 [csankitapatel@gmail.com](mailto:csankitapatel@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Other Instructions:**

- I. The e-Voting period commences on Saturday, 3<sup>rd</sup> August, 2019 (9.00 a.m. IST) and ends on Tuesday, 6<sup>th</sup> August, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 31<sup>st</sup> July, 2019, i.e. cut-off date, 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 Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- II. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. 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 voting, either through remote e-Voting or voting at the AGM through electronic voting system or poll paper.
- III. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the Login ID and password by sending a request at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investorconnect@anupengg.com](mailto:investorconnect@anupengg.com). However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
- IV. The facility for voting, either through electronic voting system or poll paper shall also be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting, may exercise their right to vote at the AGM.
- V. A Member may participate in the AGM even after exercising his/her right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
- VI. A Member can vote either by remote e-Voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-Voting shall prevail and the votes cast at the AGM shall be considered invalid.
- VII. Ms. Ankita Patel, Practicing Company Secretary (Membership No. FCS 8536, COP 16497) has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-Voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, 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 make, not later than 48 hours of 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.
- IX. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.anupengg.com](http://www.anupengg.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

**Registered Office:**

The Anup Engineering Limited  
 (Formerly known as Anveshan Heavy Engineering Limited)  
 Behind 66 KV Elec. Sub-Station,  
 Odhav Road, Ahmedabad – 382415,

Date: 20<sup>th</sup> May, 2019

**By Order of Board**

**Chintankumar Patel**  
 Company Secretary