

## Notice

Notice is hereby given that the **7th (Seventh)** Annual General Meeting (“AGM”) of the Members of **The Anup Engineering Limited** will be held on Saturday, 3rd August 2024 at 11:00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

### ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2024 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. Samvegbbhai Lalbhai (holding DIN 00009278), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

- 4 Ratification of remuneration to Cost Auditor of the Company

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

RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. Maulin Shah & Associates, Cost Accountants, Ahmedabad, who have been appointed by the Board of Directors at their meeting held on 4th May 2024, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2024-25, on a remuneration of ₹ 35,000/- plus taxes as applicable and re-imbursement of expenses incurred by them in connection with the audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of directors of the company (including any Committee thereof) 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 Appointment of Mr. Dhinal Shah (DIN: 00022042) as an Independent Director of the Company

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

RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Dhinal Ashvinbhai Shah (DIN: 00022042), who was

appointed as an Additional Director (Non-Executive Independent) of the Company with effect from 6th July 2024, and who holds office upto the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years with effect from 6th July 2024 to 5th July 2029 (both days inclusive) and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of directors of the company (including any Committee thereof) 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.

- 6 Appointment of Mr. Gokul Jaykrishna (DIN: 00671652) as an Independent Director of the Company

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

RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Gokul Jaykrishna (DIN: 00671652), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from 6th July 2024, and who holds office upto the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years with effect from 6th July 2024 to 5th July 2029 (both days inclusive) and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of directors of the company (including any Committee thereof) 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.

- 7 Appointment of Mr. Reginaldo Dsouza (DIN: 08590850) as Managing Director of the Company

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

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the

Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Reginaldo Dsouza (DIN: 08590850) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 6th July 2024 in terms of Section 161 of the Companies Act 2013 and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and also subject to the approval of the Central Government, if required, the consent of the Company be and is hereby accorded to the appointment of Mr. Reginaldo Dsouza, as Managing Director for a period of three years commencing from 6th July 2024 to 5th July 2027, and that he be paid remuneration by way of salary, perquisites, allowances and commission as may be approved by the Board of Directors of the Company and the Nomination & Remuneration Committee (NRC) and as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT wherein any financial year during the currency of the tenure of office of Mr. Reginaldo Dsouza as Managing Director, if there is profit then the overall managerial remuneration payable to Mr. Reginaldo Dsouza shall be such amount as may be fixed by the Board of Directors from time to time on recommendation of the NRC, but shall not exceed 5% (five per cent) of net profits of the Company as laid down in Section 197 read with Part II of Section I of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event, if the Company has no profits or its profits are inadequate in any financial year, the Company will pay a minimum remuneration by way of salary, perquisites, benefits and allowances, performance incentive, etc. for a period not exceeding 3 (Three) years as per Part II of Section II (A) of Schedule V to the Companies Act, 2013 and rules made thereunder or any statutory modifications and / or re-enactment thereof as may be decided by the Board from time to time on recommendation of NRC.

RESOLVED FURTHER THAT the Board of Directors and the NRC be and are hereby severally authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Reginaldo Dsouza.

RESOLVED FURTHER THAT the Board of directors of the company (including any Committee thereof) be and is hereby

authorized to do all such acts and take all such steps as maybe necessary, proper or expedient to give

Registered Office:  
Behind 66 KV Elec. Sub-Station,  
Odhav Road,

Ahmedabad-382415

Date: 6th July 2024

By order of the Board  
For The Anup Engineering Limited

**Chintankumar Patel**

Company Secretary  
Membership No. A29326

## NOTES

- Pursuant to the Circular No 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 and 9/2023 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022, 28th December 2022 and 25th September 2023, respectively, ("MCA Circulars") and Securities and Exchange Board of India vide its circular dated 7th October 2023 read with 12th May 2020, 15th January 2021, 13th May 2022 and 5th January 2023 ("SEBI Circular"), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company will be held through VC / OAVM. **Hence, Members can attend and participate in the 7th AGM through VC/OAVM only.** The deemed venue for the 7th AGM of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is explained in the subsequent notes of this Notice.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, the 28th July 2024 to Saturday, the 3rd August 2024. (Both days inclusive).
- DIVIDEND:** The dividend on equity shares for the year ended 31st March 2024, as recommended by the Board of Directors, if approved at the AGM, would be paid / dispatched subject to deduction of tax at source on due date (i) to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), as of the close of business hours on Saturday, the 27th July 2024 and (ii) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Saturday, the 27th July 2024.

5. **TDS ON DIVIDEND:** Pursuant to the changes introduced by the Finance Act 2020, w.e.f. 1st April 2020, the Company would be required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Accordingly, the above referred Final Dividend will be paid after deducting the TDS. The Company will be sending out individual communication to the shareholders who have registered their email IDs with us. For the detailed process, the information is available on the Company's website at: <https://www.anupengg.com/dividend/>.
6. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to approach the Company or its RTA to claim their dividends, within the stipulated timeline. The Company did not declare any dividend on equity shares for the financial year 2017-18. Unclaimed and unpaid dividends for the financial year 2018-19, 2019-20, 2020-21, 2021-22 and 2022-23 will be transferred to this fund on due date. Kindly note that once unclaimed and unpaid dividends and shares are transferred to the Investor Education and Protection Fund, members will have to approach to IEPF Authority for such dividends and shares.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM inter-alia, indicating the process and manner of voting through electronic means along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website i.e. <https://www.anupengg.com/financial-reports/> websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively, and on the website of NSDL i.e. [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com).
8. In case of Joint holders, 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 at the AGM.
9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come first-served principle.
11. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 4, 5, 6 and 7 of the Notice is annexed hereto. The relevant details, as required under Regulation 36(3) of the Listing Regulation 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 and 7 of the Notice is also annexed to the notice.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investorconnect@anupengg.com](mailto:investorconnect@anupengg.com).
13. SEBI vide its Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November 2023 read with SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3rd November 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 has mandated the listed companies to have PAN, Contact details, Postal address with PIN, Mobile number, E-mail address, Bank account details (bank name and branch, bank account number, IFSC code), Specimen Signature and Nomination of all shareholders holding shares in physical form. The investor service requests forms for updation of above mentioned details viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 are available on our website of the company as well as on the website of RTA. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest. In respect of shareholders who hold shares in the dematerialized form and wish to update their above mentioned details are requested to contact their respective Depository Participants.
14. In accordance with SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September 2020 all share transfers shall be carried out compulsorily in the dematerialised form with effect from 1st April 2021. Hence no transfer of shares in physical form are allowed. Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only: i. Issue of duplicate share certificate, ii. Claim from unclaimed suspense account, iii. Renewal/Exchange of securities certificate, iv. Endorsement, v. Sub-division / splitting of securities certificate, vi. Consolidation of securities certificates/folios, vii. Transmission, viii. Transposition. For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of Registrar and share transfer agent (RTA) The aforementioned

form shall be furnished in hard copy form. **Members holding shares in physical form are requested to dematerialize their holdings at the earliest.**

Please note that as mandated by Securities & Exchange Board of India ("SEBI") the allotment of equity shares shall be made only in dematerialised form. Accordingly, the Bonus Equity Shares of the Members in physical form have been credited to the separate demat Escrow account maintained by the Company. Members are requested to claim the shares from Escrow demat account maintained by the Company, you are requested to submit following documents:

- I. Request letter duly signed by all the shareholders
- II. Form ISR 4 (Please select the option - Claim from Unclaimed Suspense Account)
- III. Self-attested copy of Client Master List
- IV. Self attested copy of Pan Card for all shareholders
- V. Self attested address proof
- VI. Form ISR -1 for registration of KYC details if not done earlier
- VII. Form SH-13 for registration of KYC details if not done earlier
- VIII. Signature Verification as per ISR – 2 Form for registration of KYC details if not done earlier

The above forms are available on web site of RTA and the Company.

15. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed with Notice.

17. **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS (E-VOTING) AND OTHER INSTRUCTIONS RELATING THERETO ARE AS UNDER:**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
- II. The Company has engaged the services of NSDL as the Agency to provide remote e-Voting facility and e-Voting during the AGM.
- III. Ms. Ankita Patel, Company Secretary, Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-Voting during the AGM and remote e-Voting in a fair and transparent manner.
- IV. The Results of voting will be declared within two working days from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of India Limited) and shall also be displayed on the Company's

website <https://www.anupengg.com/announcement/> and NSDL's website <https://www.evoting.nsdl.com>.

- V. Voting rights of the Members for voting through remote e-Voting and voting during the AGM shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, the 27th July 2024. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-Voting and voting during the AGM.
- VI. The remote e-Voting facility will be available during the following period:
  - a. Commencement of remote e-Voting: 9.00 A.M. (IST) on Wednesday, 31st July 2024
  - b. End of remote e-Voting: 5.00 P.M. (IST) on Friday, 2nd August 2024
  - c. The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period.
- VII. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
- VIII. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- IX. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning their demat account number/folio number, PAN, name and registered address. 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.

X. **Process and manner for Remote e-Voting:**

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

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

Step 1: Access to NSDL e-Voting system

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

Step 1: Access to NSDL e-Voting system





**(A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**



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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during</li> </ol>

Type of shareholders	Login Method
	<p>the meeting.</p> <ol style="list-style-type: none"> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>  <b>Google Play</b></p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cslindia.com">helpdesk.evoting@cslindia.com</a> or contact at toll free no. 1800225533

## **(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

- 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 Shareholders' 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 log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e - services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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](https://www.evoting.nsdl.com).
  - "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
  - 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.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company which is The Anup Engineering Limited for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. 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). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- b) 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.
- c) 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.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investorconnect@anupengg.com](mailto:investorconnect@anupengg.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investorconnect@anupengg.com](mailto:investorconnect@anupengg.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Instructions for members for e-Voting on the day of the AGM:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

**In case you have not registered your e-mail address with the Company/Depository, please follow below instructions for registration of e-mail address for obtaining Annual Report and / or login details for e-Voting**

Physical Holding (For temporary update their email address)	Please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to <a href="mailto:investorconnect@anupengg.com">investorconnect@anupengg.com</a> .
Demat Holding	Please contact your Depository Participant (DP) and register your e-mail address in your demat account as per the process advised by your DP.

**18. Instructions for Members for attending the AGM through VC / OAVM:**

- I. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- II. Members are encouraged to join the Meeting through Laptops for better experience.
- III. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- IV. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- V. Members who need assistance before or during the meeting, can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact at 022-4886 7000
- VI. Members seeking any information with regard to the annual accounts for financial year 2023-24 or any business to be dealt at the AGM, are requested to send e-mail on [investorconnect@anupengg.com](mailto:investorconnect@anupengg.com) on or before Saturday, the 27th July 2024 along with their name, DP ID and Client ID/folio number, PAN and mobile number. The same will be replied by the Company suitably.
- VII. Further, members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio Number, PAN and mobile number at [investorconnect@anupengg.com](mailto:investorconnect@anupengg.com) on or before Saturday, the 27th July 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Registered Office:  
Behind 66 KVElec. Sub-Station,  
Odhav Road,  
Ahmedabad-382415  
Date: 6th July 2024

By order of the Board  
For The Anup Engineering Limited

**Chintankumar Patel**  
Company Secretary  
Membership No. A29326



## **Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013**

### **Item No. 4 Ratification of the remuneration of Cost Auditor**

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 2024-25 and fixed the remuneration of ₹ 35,000/- (Thirty 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 2024.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in this Resolution.

The Board recommends this Ordinary Resolution for your approval.

### **Item No. 5 Appointment of Mr. Dhinal Shah (DIN: 00022042) as an Independent Director of the company**

The Board of Directors, upon recommendation of Nomination and Remuneration Committee held on 6th July 2024, appointed Mr. Dhinal Shah (DIN: 00022042) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from 6th July 2024 to 5th July 2029, subject to approval of the Members of the Company.

Mr. Dhinal Shah is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Dhinal Shah that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“**Listing Regulations**”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Dhinal Shah for the office of Independent Director of the Company.

#### **Brief Profile:**

Mr. Dhinal Shah is a Practicing Advocate. He is also a Chartered Accountant by qualification. He has more than 30 years of experience in advising clients on taxation, exchange control, Insolvency and Corporate Laws.

He has been extensively involved in advising Indian corporate and multinationals on issues relating to double tax treaties (PE exposures, optimizing tax credits etc), due diligence, transfer pricing, foreign tax systems implications, corporate tax and accounting standards including IFRS, Insolvency Professional.

He is an Executive Committee Member of International Fiscal Association and Secretary of ITAT Bar Association, Ahmedabad. He was a Central Council Member of The Institute of Chartered Accountants of India, Director of IPA and RVO formed by ICAI and was Chairman of Direct Tax Committee of Gujarat Chamber of Commerce and Industries.

He is visiting faculty at IIM on Professional topics. He has also addressed and presented papers at various seminars and conferences on international taxation, non-resident taxation, transfer pricing, domestic taxation, Accounting Standards, Insolvency and Bankruptcy Code, Valuation Standards etc. He is also a regular contributor of articles to Institute and other professional journals. He has also co-authored book.

In the opinion of the Board, Mr. Dhinal Shah fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Nomination and Remuneration Committee reviewed the capabilities of Mr. Dhinal Shah vis a vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Dhinal Shah as an Independent Director, for a term of 5 (Five) consecutive years effective from 6th July 2024 to 5th July 2029. In the opinion of Nomination and Remuneration Committee and the Board of Directors, Mr. Dhinal Shah possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas Finance, Corporate Governance, Risk Management and Internal Audit.

In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel.

In line with the Company's remuneration policy for Independent Directors, Mr. Dhinal Shah will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors and commission on a yearly basis of such sum as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee within the overall limits under Companies Act, 2013 up to 1% of the net profits of the Company during any financial year, in aggregate payable to all Non-Executive Directors put together.

The Board of Directors also appointed Mr. Dhinal Shah as Chairman of Audit Committee and Member of Stakeholder's Relationship Committee and Corporate Social Responsibility Committee of the Board with effect from 6th July 2024.

Draft letter of appointment of Mr. Dhinal Shah setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

The additional details of Mr. Dhinal Shah in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are given in **Annexure** to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Dhinal Shah and his relatives, are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends this Special Resolution for your approval.

### **Item No. 6 Appointment of Mr. Gokul Jaykrishna (DIN: 00671652) as an Independent Director of the company**

The Board of Directors, upon recommendation of Nomination and Remuneration Committee held on 6th July 2024, appointed Mr. Gokul Jaykrishna (DIN: 00671652) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from 6th

July 2024 to 5th July 2029, subject to approval of the Members of the Company.

Mr. Gokul Jaykrishna is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Gokul Jaykrishna that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“**Listing Regulations**”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Gokul Jaykrishna for the office of Independent Director of the Company.

#### **Brief Profile:**

Mr. Gokul Jaykrishna has over 26 years’ experience in the chemical and pigments industries. He is a promoter of Asahi Songwon Colors Limited. He was working in Krieger Associates, New Jersey, USA one of the most influential currency and options trader in USA. He has done his specialization in Finance from Lehigh University USA. Since, 1996 he is in charge of operation of Asahi Songwon Colors Limited including finance, production, marketing and strategic development of the company. He is also on board of AksharChem (India) Limited.

In the opinion of the Board, Mr. Gokul Jaykrishna fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Nomination and Remuneration Committee reviewed the capabilities of Mr. Gokul Jaykrishna vis a vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Gokul Jaykrishna as an Independent Director, for a term of 5 (Five) consecutive years effective from 6th July 2024 to 5th July 2029. In the opinion of Nomination and Remuneration Committee and the Board of Directors, Mr. Gokul Jaykrishna possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas Finance, Corporate Governance, Technology and Innovation.

In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel.

In line with the Company’s remuneration policy for Independent Directors, Mr. Gokul Jaykrishna will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors and commission on a yearly basis of such sum as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee within the overall limits under Companies Act, 2013 up to 1% of the net profits of the Company during any financial year, in aggregate payable to all Non-Executive Directors put together.

The Board of Directors also appointed Mr. Gokul Jaykrishna as Member of Audit Committee, Nomination and Remuneration Committee, Stakeholder’s Relationship Committee and Corporate Social Responsibility Committee of the Board with effect from 6th July 2024.

Draft letter of appointment of Mr. Gokul Jaykrishna setting out the terms

and conditions of appointment is being made available for inspection by the Members through electronic mode.

The additional details of Mr. Gokul Jaykrishna in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are given in **Annexure** to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Gokul Jaykrishna and his relatives, are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends this Special Resolution for your approval.

#### **Item No. 7 Appointment of Mr. Reginaldo Dsouza (DIN: o859o85o) as a Managing Director of the Company**

The Board of Directors in the meeting held on 6th July 2024, on recommendation of Nomination and Remuneration Committee (“NRC”) appointed Mr. Reginaldo Dsouza (DIN: o859o85o) as an Additional Director designated as Managing Director of the Company with effect from 6th July 2024.

In terms of section 160 of the Companies Act, 2013, the Company has received a notice in writing, from a member, proposing the candidature of Mr. Reginaldo Dsouza, for the office of Director. The Company has also received from Mr. Reginaldo Dsouza, a consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The NRC and the Board of Directors of the Company are of the opinion that Mr. Dsouza is fit and proper persons to hold the said office and his appointment will be in the interest of the Company.

The material terms of remuneration of Mr. Reginaldo Dsouza effective from 6th July 2024 to 5th July 2027, as approved by both NRC and Board of Directors in their respective meetings held on 6th July 2024 are as under:

#### **A. Basic Salary:**

₹ 3,87,000/- (Rupees Three Lakhs Eighty Seven Thousand only) per month with such increase as may be decided by Board of Directors (which includes any Committee thereof) from time to time subject to a maximum of ₹ 6,00,000/- (Rupees Six Lakhs only) per month.

#### **B. Perquisites & Allowances:**

In addition to salary, the following perquisites/allowances shall be allowed to the Managing Director.

##### **Category – A:**

- (i) HRA, Medical & Other Allowances etc. as per the company policy
- (ii) Personal Accident Insurance as per the company policy

##### **Category – B:**

The Company shall contribute towards Provident Fund / other retirement fund, if any provided that such contributions either singly or put together shall not exceed the tax-free limit prescribed under the Income-tax Act.

- (i) The Company shall pay Gratuity as per rules of the Company.
- (ii) Leave on full pay and allowances, as per rules of the Company,

but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be en-cashed at the end of the term as per rules of the Company. The above shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.

#### Category – C:

The Managing Director shall be entitled to Performance Linked Variable Pay/Special Allowance/Role Award/Bonus/Retention Allowance etc. or in any other form as the Nomination and Remuneration Committee and the Board of Directors may determine from time to time, based on his achievement of Key Result Areas (KRAs) such as Sales growths, EBIDTA and cash flow generation etc. as well as the profitability of the Company, not exceeding ₹3,00,00,000/- (Rupees Three Crores only) per annum.

#### C. Entitlement to Shares:

Mr. Reginaldo Dsouza has been granted 1,10,000 stock options under The Anup Engineering Limited – Employee Stock Option Scheme 2019 (ANUP ESOS 2019), which are pending to be exercised by him and may lead to perquisites upon exercise. Further stock options may be granted by NRC not exceeding 50,000 stock options at Market Price (as defined under ANUP ESOS 2019) and on other terms and conditions as may be approved by NRC, if he is found eligible under active Employees Stock Option Plan of the Company.

#### D. Maximum Remuneration:

Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of office of the Managing Director, if there is profit then the overall managerial remuneration payable to Mr. Reginaldo Dsouza shall be such amount as may be fixed by the Board of Directors from time to time on recommendation of the NRC, but not exceeding Rs. 6,00,00,000/- (Rupees Six Crores only) per annum at any point of time, excluding value of perquisite, if any, for entitlement to shares as per para C above, which may or may not exceed maximum percentage of limits of net profits of the Company as laid down in Section 197 read with Part II of Schedule V of the Companies Act, 2013

#### Overall and Minimum Remuneration Limit:

Notwithstanding anything to the contrary herein contained, in the event, if the Company has no profits or its profits are inadequate in any financial year, the Company will pay a minimum remuneration by way of salary, perquisites, benefits and allowances, performance incentive, etc. for a period not exceeding 3 (Three) years as per Part II of Section II (A) of Schedule V to the Companies Act, 2013 and rules made thereunder or any statutory modifications and/or re-enactment thereof as may be decided by the Board from time to time on recommendation of NRC.

The above mentioned remuneration may be altered, amended, varied, enhanced or modified from time to time by the Board of Directors of Company on recommendation of NRC as it may, in its discretion, deem fit, within the minimum and maximum amount as mentioned above as

Managerial Remuneration in accordance with the provisions of the Companies Act, 2013 including those of Schedule V or any amendments thereto made hereafter in this regard.

As required under Schedule V to the Companies Act, 2013, the relevant details for to be sent along with the notice are as under:

Sr. No.	Information	Description	
1	Nature of industry	Engineering	
2	Date or expected date of commencement of commercial production	The Company was incorporated on 14th September 2017 and commenced commercial production thereafter.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.	
4	Financial performance based on given indicators (As per audited financial statements for the year ended 31.03.2024)	Particulars	₹ in Crores
		Total Income	559.44
		EBIDTA	126.75
		Net Profit	103.47
5	Foreign investments or collaborations, if any	Not Applicable.	

## II Information about the appointee:

### 1 Background details

Mr. Reginaldo is a 1997 batch Mechanical Engineer and a PGPM from Great Lakes Institute, Chennai. In his career spanning 25 years, he has held multiple roles at Godrej and Boyce Manufacturing Company Limited. Reginaldo comes with strong experience around sales and marketing, operations and supply chain, information technology and business excellence for the process equipment division of Godrej and Boyce Manufacturing Company Limited. In his last role, he was leading the Sales and Marketing, Estimations and IT functions for the business. He has proven experience of P&L leading the new business initiatives, He has joined the Company as a Chief Executive Officer of the Company on 8th October 2022.

### 2 Past Remuneration

Particulars	FY 2023-24	*FY 2022-23
Salary	40,33,548	14,58,335
Perquisites/Allowances/retrials	64,92,326	41,32,722
NPS, PF and Gratuity	4,84,021	1,75,000
<b>Total</b>	<b>1,10,09,895</b>	<b>57,66,057</b>

\* Appointed as CEO (KMP) of the company on 8th October 2022

**3 Recognition or awards -****4 Job profile and his suitability**

He appointed as the Managing Director of the Company. He devotes whole time attention to the management of the Company and exercises his power under the supervision and guidance of the Board of the Company.

**5 Remuneration proposed**

The details of the proposed remuneration have already been explained hereinabove.

**6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

Mr. Reginaldo Dsouza is working as an independent professional, in an executive capacity, not related to promoters/directors of the Company and also that the Company is at a growing stage where it needs to retain/reward the professionals with a remuneration in accordance with prevailing market conditions and benchmark. Considering the size of the Company, the profile of Mr. Dsouza, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him is commensurate with the remuneration packages being paid to similar appointees in other companies.

**7 Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any**

Besides the remuneration proposed and to the extent of ESOPs granted to him, Mr. Reginaldo Dsouza, does not have any pecuniary relationship with the Company and its managerial personnel or other directors.

**III. OTHER INFORMATION:**

Sr. No.	Information	Description
1	Reasons of loss or inadequate profits	Not Applicable
2	Steps taken or proposed to be taken for improvement	Not Applicable
3	Expected increase in productivity and profits in measurable terms	Not Applicable

The other details of Mr. Reginaldo Dsouza in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are given in **Annexure** to this Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Reginaldo Dsouza and his relatives, are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends this Special Resolution for your approval.

Registered Office:  
Behind 66 KVElec. Sub-Station,  
Odhav Road,  
Ahmedabad-382415  
Date: 6th July 2024

By order of the Board  
For The Anup Engineering Limited

**Chintankumar Patel**  
Company Secretary  
Membership No. A29326

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

## Details of Directors seeking appointment and reappointment at the ensuing Annual General Meeting

(Pursuant to Regulation 24(6) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India)

Name of the Director	Mr. Samveg bhai Lalbhai	Mr. Dhinal Shah	Mr. Gokul Jaykrishna	Mr. Reginaldo Dsouza
Director Identification Number (DIN)	00009278	00022042	00344816	08590850
Date of Birth (Age)	4th June 1961 (63 years)	31st December 1967 (56 years)	23rd March 1963 (61 years)	31st August 1975 (48 years)
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	1st November 2018	6th July 2024	6th July 2024	6th July 2024
Qualifications	Refer brief profile in report on Corporate Governance	Refer item No 5 of Explanatory Statement	Refer item No 6 of Explanatory Statement	Refer item No 7 of Explanatory Statement
Experience (including expertise in specific functional area)/Brief Resume	Refer brief profile in report on Corporate Governance	Refer item No 5 of Explanatory Statement	Refer item No 6 of Explanatory Statement	Refer item No 7 of Explanatory Statement
Terms and Conditions of Appointment / Reappointment	Refer item no. 3 of the Notice of Annual General Meeting	Refer item no. 5 of the Notice of Annual General Meeting	Refer item no. 6 of the Notice of Annual General Meeting	Refer item no. 7 of the Notice of Annual General Meeting
Remuneration last drawn (including sitting fees, if any) for FY 2023-24	Commission ₹ 3,00,000/- Sitting Fee ₹ 1,50,000/-	Not applicable, as this is his first appointment on the Board	Not applicable, as this is his first appointment on the Board	Refer item No 7 of Explanatory Statement
Details of remuneration sought to be paid	Shall be entitled to sitting fees for attending meetings of the Board/ Committees and commission as approved by the Board of Directors within the overall limit sanctioned by the Shareholders and as prescribed under the Companies Act 2013	Shall be entitled to sitting fees for attending meetings of the Board/ Committees and commission as approved by the Board of Directors within the overall limit sanctioned by the Shareholders and as prescribed under the Companies Act 2013	Shall be entitled to sitting fees for attending meetings of the Board/ Committees and commission as approved by the Board of Directors within the overall limit sanctioned by the Shareholders and as prescribed under the Companies Act 2013	As per explanatory statement set out in item No. 7 of the Notice.
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	1. Atul Limited 2. Bengal Tea & Fabrics Limited 3. Arvind Farms Private Limited	1. Ratnamani Metals And Tubes Limited 2. Astral Limited 3. Gujarat Tea Processors and Packers Limited	1. Asahi Songwon Colors Limited 2. AksharChem (India) Limited 3. Skyjet Aviation Private Limited 4. Asahi Powertech Private Limited 5. Asahi Energy Private Limited 6. Asahi Tennants Color Private Limited	Mabel Engineers Private Limited



Name of the Director	Mr. Samvegghai Lalbhai	Mr. Dhinal Shah	Mr. Gokul Jaykrishna	Mr. Reginaldo Dsouza
			7. Atlas Life Sciences Private Limited 8. Atlas Life Sciences (India) Private Limited 9. Echke Limited	
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	<b>Bengal Tea &amp; Fabrics Limited</b> Nomination & Remuneration Committee - Member	<b>Ratnamani Metals And Tubes Limited</b> Audit Committee - Chairman Nomination & Remuneration Committee - Member Stakeholders' Relationship Committee - Member Risk Management Committee - Chairman <b>Astral Limited</b> Audit Committee - Member Nomination & Remuneration Committee - Member	None	None
Numbers of Shares held in the Company as a beneficial owner (as on Date of this notice)	1,766	Nil	3,30,002	Nil
Number of Meetings of the Board attended during the year	3 (Three)	Not applicable, as this is his first appointment on the Board	Not applicable, as this is his first appointment on the Board	Not applicable, as this is his first appointment on the Board
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None	None
Resignation from Listed Entities in past three years	None	None	None	None