

9th February, 2026

To,
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street,
Fort, Mumbai - 400 001

Security Code: 542 460
Security ID: ANUP

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor Plot No. C/1,
G. Block Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Symbol: ANUP

Dear Sir/Madam,

Sub.: Postal Ballot Notice dated 4th February, 2026

Ref.: Regulation 30 read with Part A of the Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the captioned subject, we are enclosing herewith Postal Ballot Notice dated 4th February, 2026 for seeking approval of the Members of the Company on the following Special Resolutions forming part of the Notice:

Sr No.	Description of Special Resolutions
1	Amendment of 'Anup - Employee Stock Option Scheme 2019' for administration of the scheme through an irrevocable employee welfare trust and amendment in Exercise Price Clause of the existing Scheme
2	To approve secondary acquisition of shares through Trust route for the implementation of 'Anup - Employee Stock Option Scheme 2019'
3	To approve provision of money by the Company to acquire its own shares by the trust under the "Anup - Employee Stock Option Scheme 2019"

Further, the calendar of events in connection with the Postal Ballot is as under:

Sr No.	Particulars	Schedule
1	Cut - off Date for identification of voting rights of the members	Friday, 6 th February, 2026
2	Date and time of commencement of remote e-voting	Tuesday, 10 th February, 2026 [09:00 a.m.]
3	Date and time of end of remote e-voting	Wednesday, 11 th March, 2026 [05:00 p.m.]
4	Submission of report by the Scrutinizer	on or before Friday, 13 th March, 2026
5	Date of declaration of results of voting	on or before Friday, 13 th March, 2026

Kindly take this disclosure on record and disseminate.

Thanking you,

Yours faithfully,
For, The Anup Engineering Limited

Lay Desai
Company Secretary
Membership No.: A57117



Encl.: As above



THE ANUP ENGINEERING LIMITED

(CIN: L29306GJ2017PLC099085)

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

Phone: 079- 4025 8900, Email: investorconnect@anupengg.com, Website: www.anupengg.com

Postal Ballot Notice

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and subsequent circulars issued in this regard, the latest being 3/2025 dated 22nd September, 2025, issued by the Ministry of Corporate Affairs, Government of India (including any statutory amendment(s), modification(s), variation(s) and / or re-enactment(s) thereto, for the time being in force, and as amended, from time to time) (collectively the '**MCA Circulars**') to transact the special business as set out hereunder by passing Resolutions by way of postal ballot only by voting through electronic means ("**remote e-Voting**").

The Board has, pursuant to Rule 22(5) of the Rules, appointed Ms. Ankita Patel, Designated Partner of M/s. ALAP & Co. LLP, Practicing Company Secretaries, (COP No. 16497) as the Scrutinizer for conducting the voting process through Postal Ballot / remote e-Voting in accordance with the law and in a fair and transparent manner.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited ("**NSDL**") to provide e-voting facility for its Members. The procedure for remote e-voting is given in Point No. 9 below in the Notes. The remote e-Voting facility is available at the link www.evoting.nsdl.com from 9:00 A.M. on Tuesday, 10th February, 2026 up to 5:00 P.M. on Wednesday, 11th March, 2026. remote e-Voting module will be blocked by NSDL at 5:00 P.M. on Wednesday, 11th March, 2026 and voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of remote e-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot / E-Voting shall be announced within 2 working days from the closure of e-voting and will be displayed on the notice board at the Registered Office of the Company for a period of 3 (Three) days and shall be communicated to BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") where the equity shares of the Company are listed. The results of the Postal Ballot / E-Voting will also be displayed on the Company's website at <https://www.anupengg.com/> and on the website of NSDL at www.evoting.nsdl.com.

The last date of the remote e-voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.

Special Business:

ITEM NO. 1:

Amendment of 'Anup - Employee Stock Option Scheme 2019' for administration of the scheme through an irrevocable employee welfare trust and amendment in Exercise Price Clause of the existing Scheme:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act 2013, read with Rules made thereunder, the applicable provisions of the Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended and enacted from time to time read with all circulars and notifications issued thereunder ("**SBEB Regulations**"), if any, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), the consent of the members of the Company be and is hereby accorded to the following amendments to be made in '**Anup - Employee Stock Option Scheme 2019**' ("**Scheme**" or "**Anup- ESOS 2019**" or "**ESOS 2019**")

1. To enable the trust route for carrying out administration activities of ESOS 2019 through an irrevocable employee welfare trust '**Anup ESOP Trust**' ("**Trust**") being set up by the Company, for administrative effectiveness and the trust to acquire, purchase, hold, subscribe through primary issue or secondary acquisition up to 8,72,500 (as detailed in the explanatory statement) fully paid-up equity shares of the company for the purpose of implementation of the Scheme in due compliance with applicable laws.
2. To amend the existing Clause 11 of ESOS 2019 Scheme regarding Exercise Price, by deleting the wordings permitting grant of options at an exercise price other than market price and to substitute the same with the amended clause as detailed in the explanatory statement annexed to this Notice."

"RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for routing the existing granted options which are pending to be exercised and allotted under ESOS 2019 (as detailed in explanatory statement) through '**Anup ESOP Trust**'"

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem fit, and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions to give effect to this resolution."

ITEM NO. 2:**To Approve secondary acquisition of shares through Trust route for the implementation of 'Anup - Employee Stock Option Scheme 2019'**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("**SBEB Regulations**"), if any, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, consent of the members' be and is hereby accorded to acquire not exceeding (In No. 8,00,000) (Eight Lakhs) equity shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up ("**Shares**"), by way of secondary acquisition, from time to time, in one or more tranches, for implementation of '**Anup - Employee Stock Option Scheme 2019**' ("**Scheme**" or "**Anup- ESOS 2019**" or "**ESOS 2019**") through an irrevocable employee welfare trust namely '**Anup ESOP Trust**' ("**Trust**") to be set-up by the Company, in due compliance with the provisions of the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares acquired and held by such Trust."

ITEM NO. 3:**To approve provision of money by the Company to acquire its own shares by the trust under the "Anup - Employee Stock Option Scheme 2019"**

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

"RESOLVED THAT pursuant to the provisions of the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), and all other applicable provisions, if any, of the SBEB

Regulations, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), the consent of the members be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee of the Board) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust namely **'Anup ESOP Trust' ("Trust")** being set-up by the Company, by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid-up capital and free reserves of the Company, with a view to enable the Trust to acquire the shares through primary or secondary issue, for the purpose of implementation and administration of the **"Anup - Employee Stock Option Scheme 2019" ("Scheme" or "Anup- ESOS 2019" or "ESOS 2019")**

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the ESOS 2019 strictly in accordance with the provisions of SBEB Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free with tenure of such loan based on term of the ESOS 2019 and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of shares and any other eventual income of the Trust.

"RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, at its absolute discretion deem fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to this resolution."

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

Date: 4th February, 2026
Place: Ahmedabad

By Order of the Board

Lay Desai
Company Secretary
Membership No. A57117

NOTES:

1. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (**the "Act"**), Secretarial Standard on General Meetings (**"SS-2"**), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**the "SEBI Listing Regulations"**), as applicable, setting out the material facts and reasons, in respect of items of this postal ballot notice, is annexed herewith.
2. The Ministry of Corporate Affairs (**the "MCA"**) vide MCA circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope is not being sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.

3. The approval of shareholders of the Company is solicited by passing special resolutions through Postal Ballot / remote e-Voting for business set out in the Notice. This Postal Ballot Notice is being sent to all shareholders, whose names appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on Friday, 6th February, 2026 ("**Cut-off Date**"). Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. **A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.**
4. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), 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 in electronic form.
5. Resolution, if approved, by the shareholders by means of Postal Ballot / remote e-Voting is deemed to have been passed at a General Meeting of the shareholders and the last date of the remote e- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
6. In terms of the MCA Circulars and the SEBI (LODR) Regulation, the Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company or Depository Participant(s) as on the Cut-off Date and is also available on the website of the Company at <https://www.anupengg.com/>.
7. **The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as "Anup-Postal Ballot-Registration of e-mail Ids" to Registrar and Transfer Agent of the Company, i.e., MUFG Intime India Private Limited at ahmedabad@in.mpms.mufg.com or to the Company at investorconnect@anupengg.com with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held from the email address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.**
8. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / remote e-Voting.
9. **Voting through Electronic Means:**

The Company is providing remote e-voting facility to its Members to cast their vote by electronic means through E-Voting Platform of NSDL at the link <https://www.evoting.nsdl.com/>.

The voting period begins from 9:00 A.M. on Tuesday, 10th February, 2026 up to 5:00 P.M. on Wednesday, 11th March, 2026. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, 6th February, 2026 may cast their vote electronically.

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





A. Details of Step 1 is mentioned below:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 e-Voting service provider i.e. NSDL 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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 evoting@nsdl.com or call at 91 22 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, 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:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 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 who's voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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

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 alapandcollp@gmail.com with a copy marked to evoting@nsdl.com. 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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mahtre at 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.
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. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 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.

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

Item No. 1 and 2:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme. Basis these objectives, the Company has already implemented an employee stock option scheme namely in 'Anup - Employee Stock Option Scheme 2019' ("Scheme" or "Anup- ESOS 2019" or "ESOS 2019")

The Shareholders of the Company at its Annual General Meeting held on 7th August, 2019 have approved Anup - Employee Stock Option Scheme 2019.

The proposed implementation of ESOP Scheme through trust route are beneficial to both employees and shareholders. For employees, the Trust structure enables cashless exercise, allowing them to realise value without upfront payment of the exercise price or taxes, thereby ensuring faster and smoother settlement of ESOP benefits. For shareholders, the Trust will acquire shares through secondary acquisition, resulting in no fresh issuance of equity shares and consequently no dilution of existing shareholding or impact on the Company's earnings per share. The Trust route therefore provides an efficient, non-dilutive and stakeholder-friendly mechanism for administering the ESOP Scheme.

Accordingly, the Board considers it expedient to enable implementation of Anup- ESOS 2019 through an irrevocable employee welfare trust to be set up by the Company, inter alia, for ease of administration, faster turnaround time for transfer of shares to employees upon exercise of options, and, wherever necessary, to facilitate assistance to employees in connection with the exercise of options. The Nomination and Remuneration Committee of the Board shall supervise and administer the Scheme, as amended.

Upon implementation of the Scheme through ESOP Trust, the Company can grant, offer, issue and allot in one or more tranches under ESOS 2019 through primary issue or secondary acquisition, at any time to or for the benefit of the eligible employees of the Company, depending on situational requirements and regulatory compliances.

The details of ESOS pool available for grant of options is as below:

Particulars	
ESOS Pool approved by the Shareholders on 7 th August, 2019	5,00,000
Add: Addition of ESOP Pool pursuant to Bonus allotment on 23 rd April, 2024	4,95,000
Less: ESOS options against which the Company has allotted equity shares	(1,22,500)
Options available with Company	*8,72,500
Less: **Outstanding Options granted i.e. options which have not been exercised till the date of this Postal Ballot Notice	1,65,500
Options available for future grant as on the date of this Postal Ballot Notice	7,07,000

*Out of the total options available with the company, the company shall acquire not exceeding 8,00,000 equity shares of face value of Rs. 10 each fully paid up, by way of secondary acquisition through trust.

**The existing grants would be routed either through primary issuance or secondary acquisition through trust.

Further, it is also proposed to amend the Clause 11 regarding Exercise Price in ESOS 2019 Scheme as follows:

Sr. No.	Present Clause	Proposed New Clause	Rationale
1.	<p>11.1 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.</p> <p>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.</p> <p>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.</p>	<p>11.1 The exercise price shall be the Market Price for options to be granted under this scheme.</p> <p>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.</p>	<p>To remove the clause regarding grant of options at an exercise price other than market price.</p> <p>This deletion is proposed to align the exercise price with the Market Price for the options to be granted.</p>

Accordingly, the Committee and the Board have approved and given consent to the proposed draft of the amended ESOS 2019 in their meetings held on 10th November, 2025 and

recommended for your approval. Given the rationale above, the proposed amendments are not prejudicial to the interests of the employees. The beneficiaries of these amendments shall be the existing option grantees to the extent applicable, and eligible employees who may be granted Options in future under the ESOS 2019.

In terms of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2012 ("SBEB Regulations"), the salient features of the ESOS 2019 are given as under:

a) Brief Description of the Scheme:

Keeping the view of aforesaid objectives, the ESOS 2019 contemplates grant of Options to the eligible employees. After vesting of Options, the eligible employees earn a right, but not obligation, to exercise the vested Options within the exercise period, subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as the compensation committee. The Scheme shall be supervised by the Committee and administered by the Trust. All questions of interpretation of the ESOS 2019 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOS 2019.

b) Total number of options to be offered and granted:

The Members of the Company in Annual General Meeting held on 7th August, 2019 approved Employee Stock Option Scheme for grant of maximum 9,95,000 (Nine Lakhs Ninety Five Thousand and Five Hundred) Stock Options (after considering Bonus Issue). Out of the total approved pool, Company till date has granted 2,88,000 (Two Lakhs Eighty Eight Thousand) options, out of such options the Company has allotted 1,22,500 (One Lakh Twenty Two Thousand Five Hundred) shares pursuant to exercise of Stock Options. Accordingly, the Company shall now grant upto 7,07,000 [Seven Lakhs Seven Thousand] Options to the Eligible Employees in one or more tranches, from time to time, with each such Option conferring a right upon the Employees to apply for one equity share in the Company in accordance with the terms and conditions as may be decided under the Scheme. There will be no additional equity dilution if the Shares required under the proposed scheme are acquired through secondary acquisition by the Trust. However, the Company retains the right to source the Shares through primary issuance, should the circumstances necessitate.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under ESOS 2019 remains the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

c) Identification of classes of employees entitled to participate and be beneficiaries in the scheme:

The identification of classes of employees entitled to participate in the ESOS 2019 shall remain

the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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 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:

Requirements of vesting and period of vesting shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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 period within which the options shall be vested under ESOS 2019 shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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

f) Exercise price or pricing formula:

Accordingly the exercise price or pricing formula shall be amended as detailed above table in this explanatory statement to the Notice.

For ready reference the proposed amended clause is reproduced as under:

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.

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 the process of exercise:

The exercise period shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

- (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.

However, there is change in process of exercise which is as under:

The vested Options shall be exercisable by the eligible employees by a written application to the Company/ **Trust** expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Options

shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the eligible employee. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the scheme:

Appraisal process for determining the eligibility of employees under the scheme shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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 offered and issued per employee and in aggregate:

The maximum number of Options to be offered and issued per employee and in aggregate shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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 under the Scheme:

The maximum quantum of benefits to be provided per employee under the scheme shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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:

ESOS 2019 shall be supervised by the Committee and administered through an irrevocable employee welfare trust namely '**Anup ESOP Trust**' ("**Trust**") being set up by the Company.

l) Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both

ESOS 2019 contemplates a primary or secondary issue of equity shares by the Company depending on situational requirements and regulatory compliances.

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

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid-up share capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches. This is overall limit and shall include any loans already provided by the Company under its other existing schemes to the Trust.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the ESOS 2019 and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the shares to be utilized for the purposes of the ESOS 2019.

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:

The total number of shares under secondary acquisition held by the Trust shall at no point of time exceed 8,00,000 Shares of face value of ₹ 10/- (Rupees Ten Only) each fully paid-up ("Shares"), being 3.99% of the paid up equity share capital as on 31st March, 2025.

o) A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p) The method which the company shall use to value its Options:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q) The statement, if applicable

There will be no such difference arising as per the below Statement since the Company is

opting for the Fair Value Method.

'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'.

r) Period of lock-in:

The Shares allotted/transferred pursuant to the Exercise of the Vested Options under Clause 12 of ESOS 2019 shall be subject to a lock-in as specified by the Board/Committee. However, usual restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall also apply.

s) Terms & conditions for buyback, if any, of specified securities/ options covered granted under the scheme:

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of both the existing and draft amended ESOS 2019 are available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the e-voting.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under ESOS 2019.

In this background, the Company seeks your approval by way of a special resolution pursuant to Regulation 3 of SBEB Regulations, to enable the trust route for carrying out administration activities under the ESOS 2019 through an irrevocable employee welfare trust namely '**Anup ESOP Trust**' ("**Trust**") being set up by the Company, in agenda item no. 1.

The Company intends to implement 'Anup - Employee Stock Option Scheme 2019' ("Scheme" or "Anup- ESOS 2019" or "ESOS 2019") for which approval is sought from the members in separate resolution at item no. 1. This ESOS 2019 shall be administered through an irrevocable employee welfare trust namely '**Anup ESOP Trust**' ("**Trust**"), being set up by the Company. The proposed ESOS 2019 contemplates acquisition of equity shares of the Company from primary or secondary issue.

For facilitating subscribing of the shares, the amount of loan to be provided by the Company to the Trust under the ESOS 2019 shall not exceed 5% (Five percentage) of the aggregate of the paid-up share capital and free reserves of the Company being the statutory ceiling as per the Section 67(3)(b) of the Companies Act, 2013 read with Rule 16(1)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the ESOS 2019 and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of shares including realization of exercise price and any other eventual income of the Trust.

Necessary details w.r.t. Trust in this regard are provided under explanatory statement of Item No. 3.

Item No. 3

The Company intends to implement 'Anup - Employee Stock Option Scheme 2019' ("Scheme" or "Anup- ESOS 2019" or "ESOS 2019") for which approval is sought from the members in separate resolution at item no. 1. This ESOS 2019 shall be administered through Trust, being set up by the Company. The ESOS 2019 contemplates acquisition of equity shares of the Company from primary or secondary issue through the Anup ESOP Trust.

For facilitating subscribing of the shares, the amount of loan to be provided by the Company to the Trust under the ESOS 2019 shall not exceed 5% (Five percentage) of the aggregate of the paid-up share capital and free reserves of the Company being the statutory ceiling as per the Section 67(3)(b) of the Companies Act, 2013 read with Rule 16(1)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the ESOS 2019 and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of shares including realization of exercise price and any other eventual income of the Trust.

The details of Trust and Trustees are given below:

a) The particulars of the Trustee or employees in whose favour such Shares are to be registered:

It is contemplated that designated trustee shall acquire and hold the shares of the Company in due compliance of the SBEB Regulations and Companies Act, 2013. An Employee shall be a registered owner of shares pursuant to exercise of vested Options and transfer of corresponding number of shares by the trustee.

b) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

The Trust is an irrevocable employee welfare trust namely 'Anup ESOP Trust' ("**Trust**") being set up by the Company having its principal office at The Anup Engineering Limited, Behind 66 KV Elec. Sub-Station, Odhav Road, Ahmedabad-382 415, Gujarat, India.

Details of the Trustee:

S. No.	Name	Address	Occupation	Nationality
1	MUFG Intime India Private Limited (formerly Link Intime India Private Limited)	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400083, Maharashtra, India	Registrar & Transfer Agent and other related Services	Indian

The trustees are neither (i) promoters, directors nor key managerial personnel of the Company or its group company including its holding, subsidiary or associate company or are they related to the promoters, directors, or key managerial personnel nor (ii) beneficially holds ten percent or more of the paid-up share capital or the voting rights of the Company.

c) Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

Promoters are not eligible to be covered under the ESOS 2019. However, key managerial personnel and directors (excluding independent directors) may be covered under the ESOS 2019 in due compliance with relevant applicable SBEB Regulations.

d) The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:

The maximum quantum of benefits contemplated under the ESOS 2019 are in terms of the maximum number of Options that may be granted to an eligible Employee as specified in ESOS 2019.

Apart from the grant of Options as stated above, no other benefits are contemplated under the ESOS 2019.

e) The details about who would exercise and how the voting rights in respect of the shares to be acquired under the scheme would be exercised:

The trustee of the Trust shall not vote in respect of shares held in the Trust as per extant SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the shares are transferred by the Trust to him/her upon exercise.

None of the directors and / or key managerial personnel of the Company including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the ESOS 2019.

In this background, the Company seeks your approval by way of a special resolution in terms of Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 3(8) of the SBEB Regulations.

Registered Office:

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

Date: 4th February, 2026

Place: Ahmedabad

By Order of the Board

Lay Desai
Company Secretary
Membership No. A57117