

Notice

Notice is hereby given that the **9th (Ninth)** Annual General Meeting (“AGM”) of the Members of **The Anup Engineering Limited** will be held on Tuesday, August 25, 2026 at 02:00 p.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 Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 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 Punit S. Lalbhai (holding DIN 05125502), 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 May 28, 2026, as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2026-27, on a remuneration of ₹35,000/- (Rupees Thirty Five Thousand only) plus taxes as applicable and reimbursement 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 authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider payment of remuneration to Non-Executive Directors

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to all approvals, permissions and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded for the payment of commission to the Director(s) of the Company who is/are neither in the Whole time employment nor Managing Director(s), in accordance with and upto the limits not exceeding 1% of the Net Profits of the Company as laid down under the provisions of Section 197 of the Act, computed in the manner specified in the Act, and be paid to the Directors of the Company or some or any of them (other than the Managing Director and Whole time Director(s)), for a period of 5 years from April 1, 2026 to March 31, 2031 in such manner and upto such amount within the above limit as the Board and/or Committee of the Board may, from time to time, determine based on objective performance criteria including but not limited to attendance at meetings, committee memberships/ chairmanships and overall strategic contribution to the Company.

RESOLVED FURTHER THAT no single Non-Executive Director shall be paid a commission exceeding 50% of the total commission paid to all Non-Executive Directors combined in a particular financial year, unless specific prior approval from shareholders is obtained.

RESOLVED FURTHER THAT in the event of the Company having no profits or inadequate profits in any financial year, during the above mentioned period, the consent of the members of the Company be and is hereby accorded for the payment of Remuneration /Commission to the Director(s) of the Company who is /are neither in the whole-time employment nor a managing director(s)

in accordance with the limits specified in Part II of Section II (A) of Schedule V to the Act as applicable to the Company but not exceeding ₹1,00,00,000/- (Rupees One Crore only) in such manner and up to such amount as the Board and/or Committee of the Board may, from time to time, determine.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board,
For The Anup Engineering Limited

Registered Office:	Lay Desai
Behind 66 KV Elec. Sub-Station, Odhav Road, Ahmedabad-382415	Company Secretary
Date: May 28, 2026	Membership No. A57117

NOTES

- Pursuant to the Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, and latest amended by General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs and all other relevant circulars issued from time to time, General Meeting can be held through video conferencing (VC) or other audio visual means (OAVM) without physical attendance of the Members at the venue of General Meeting **Hence, Members can attend and participate in the 9th Annual General Meeting (“AGM”) through VC/OAVM only.** The deemed venue for the 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 Companies Act, 2013 (“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 Company has fixed Friday, August 14, 2026, as the ‘Record Date’ for determining entitlement of members to receive dividend for the FY 2025-26, if approved at the AGM.
- Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid within thirty days of date of Annual General Meeting, subject to applicable TDS.

Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Contact Details (iii) Mobile Number (iv) Bank Account Details and (v) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company’s RTA, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited).

- TDS ON DIVIDEND:** Pursuant to the changes introduced by the Finance Act 2020, w.e.f. April 1, 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/>.
- 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. Unclaimed sale proceeds of Fractional Shares 2018-19 and unclaimed and unpaid dividends for the Financial Year 2018-19, 2019-20, 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25 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. For details, please refer to Corporate Governance Report which is a part of this report.

7. The Notice of the Annual General Meeting along with the Annual Report for the Financial Year 2025-26 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants as on Cut-off date in accordance with the aforesaid MCA Circulars and circulars issued by SEBI. Members may note that the Notice of Annual General Meeting and Annual Report for the Financial Year 2025-26 will also be available on the Company's website <https://www.anupengg.com/financial-reports/>; websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of NSDL i.e. <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. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first-come-first-served basis. This will not include large Members (Members 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. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
11. The relevant Explanatory Statement pursuant to Section 102 of the Act, 2013 setting out material facts concerning the business under Item No. 4 & 5 of the Notice is annexed hereto. The relevant details, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") 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 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.

13. SEBI vide its Circular no. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 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 dematerialised form and wish to update their above mentioned details are requested to contact their respective Depository Participants.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MUFG Intime India Pvt. Ltd. (Formerly Link Intime India Pvt. Ltd.), the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form.
15. In accordance with SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 all share transfers shall be carried out compulsorily in the dematerialised form with effect from April 1, 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 January 25, 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialisation 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 dematerialise 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 Form ISR – 2 for registration of KYC details if not done earlier

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

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

18. 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 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. M/s ALAP & Co. LLP, Practicing Company Secretaries, Ahmedabad has been appointed as the Scrutiniser to scrutinise 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 Scrutiniser'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. Tuesday, August 18, 2026. 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 Saturday, August 22, 2026
 - b. End of remote e-Voting: 5.00 P.M. (IST) on Monday, August 24, 2026
 - 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.com 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting.
	2. Existing IDeAS users 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 or joining virtual meeting & voting during the meeting.
	3. 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.jsp .
	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit 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 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.
	5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	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 use your existing Myeasi username & password. 2. 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 & voting during the meeting. Additionally, there are also links provided to access the systems 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 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	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.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot 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 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 e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Login 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 services, i.e. IDEAS, you can login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL e-services after using your login 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 the 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 with 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.
 - 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 and join General Meeting 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 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

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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to csankitapatel@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.
- 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 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 or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre 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 and joining virtual meeting 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 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 e mail address)	Visit the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail address.
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.

19. 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” placed under “**Join Meeting**” menu against Company name. You are requested to click on VC/OAVM link placed under Join 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 or contact at 022-4886 7000
- VI. Members seeking any information with regard to the annual accounts for Financial Year 2025-26 or any business to be dealt at the AGM, are requested to send e-mail on investorconnect@anupengg.com on or before Tuesday, August 18, 2026 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 on or before Tuesday, August 18, 2026. 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 KV Elec. Sub-Station, Odhav Road,
Ahmedabad-382415
Date: May 28, 2026

By order of the Board
For The Anup Engineering Limited

Lay Desai
Company Secretary
Membership No. A57117

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 2026-27 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 2026-27.

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 Payment of remuneration to Non-Executive Directors

Currently, the Non-Executive Directors (other than the Managing Director, Wholetime Directors) are paid commission not exceeding 1% of the net profits of the Company per annum computed in accordance with Section 198 of the Act and in the event of the Company having no profits or inadequate profits in any financial year, not exceeding ₹1.00 Crore (Rupees One Crore Only), in terms of the resolution passed by the Members at their Annual General Meeting held on August 5, 2023.

In view of efforts, expertise and the responsibility shouldered by Non-Executive Directors and the contributions being made by them, the Board recognises the need to suitably remunerate them, irrespective of the profits of the Company.

To ensure alignment with the Company's performance and good corporate governance, the actual commission payable to each Non-Executive Director within the overall 1% limit shall be determined by the Board/Nomination and Remuneration Committee based on objective performance benchmarks. These criteria include the number of Board and Committee meetings attended, responsibilities undertaken (such as Chairmanship of critical committees like Audit and NRC) and the individual's strategic guidance and contribution to the Company's growth.

Accordingly, it is proposed to pay commission to the Non-Executive Directors (other than the Managing Director, Wholetime Directors), not exceeding 1% of the net profits of the Company as laid down under the provisions of Section 197 and Section 198 of the Act for a period of 5 (five) years from April 1, 2026 to March 31, 2031. In the event of the Company, having no profits or inadequate profits in any financial year, in accordance with the limits specified in Part II of Section II (A) of Schedule V to the Act as applicable to the Company but not exceeding ₹1.00 Crore (Rupees One Crore Only) for a period of 3 years, and the same be apportioned amongst them in such manner and up to such amount as the Board and/or Committee of the Board may, from time to time, determine.

The payment of remuneration by way of commission to Non-Executive Directors (other than the Managing Director, Wholetime Directors) will be in addition to the sitting fees payable to them for attending each meeting of the Board/Committee.

Statement of Information for the members pursuant to Section II of Part II of Schedule V to the Companies Act:

Act:

I. GENERAL INFORMATION:

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 31.03.2026)	<table> <tr> <th>Particulars</th><th colspan="2">₹ in Lakhs</th></tr> <tr> <td></td><th>Standalone</th><th>Consolidated</th></tr> <tr> <td>Sales & Other Income</td><td>79,273.59</td><td>82,541.79</td></tr> <tr> <td>EBIDTA</td><td>16,919.48</td><td>17,416.22</td></tr> <tr> <td>PAT</td><td>10,774.64</td><td>11,039.24</td></tr> </table>	Particulars	₹ in Lakhs			Standalone	Consolidated	Sales & Other Income	79,273.59	82,541.79	EBIDTA	16,919.48	17,416.22	PAT	10,774.64	11,039.24
Particulars	₹ in Lakhs																
	Standalone	Consolidated															
Sales & Other Income	79,273.59	82,541.79															
EBIDTA	16,919.48	17,416.22															
PAT	10,774.64	11,039.24															
5	Foreign investments or collaborations, if any	Not Applicable															

II. INFORMATION ABOUT THE APPOINTEE:

1. Past remuneration:

Currently, the Non-Executive Directors (other than the Managing Director, Wholetime Directors) are paid commission not exceeding 1% of the net profits of the Company per annum, computed as per Section 198 of the Act and in the event of the Company having no profits or inadequate profits in any financial year, not exceeding ₹1.00 Crore (Rupees One Crore Only), in terms of the resolution passed by the Members at the Annual General Meeting held on 5th August 2023.

2. Recognition or awards: Not Applicable

3. Job profile and his suitability: Not Applicable

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

5. 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): Not Applicable

6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: The non-executive directors do not have any pecuniary relationship with the Company except the remuneration and the sitting fees being paid to them. They do not have any pecuniary relationship with Managerial Personnel of the Company.

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

Registered Office:
Behind 66 KV Elec. Sub-Station, Odhav Road,
Ahmedabad-382415
Date: May 28, 2026

By order of the Board
For The Anup Engineering Limited

Lay Desai
Company Secretary
Membership No. A57117

Annexure to Item No. 3 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) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India)

Name of the Director	Mr. Punit Lalbhai
Director Identification Number (DIN)	05125502
Date of Birth (Age)	March 12, 1982 (44 years)
Nationality	Indian
Date of first appointment on the Board	October 25, 2017
Qualification	- B.Sc.(Conservative Biology), University of California, USA - MES (Environmental Science), Yale University, USA - MBA (Strategy & General Management), INSEAD, France
Experience (including expertise in specific functional area)/Brief Resume	Refer brief profile in report on Corporate Governance
Terms and Conditions of Appointment/Reappointment	Refer item no. 3 of the Notice of Annual General Meeting
Remuneration last drawn (including sitting fees, if any) for FY 2025-26	Commission ₹22,00,000/- Sitting Fee ₹4,00,000/-
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
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	Unlisted Companies: - Arvind PD Composites Private Limited - Arvind Envisol Limited - Arvind OG Nonwovens Private Limited - Confederation of Indian Textile Industry - AIC-LMCP Foundation - Arvind Indigo Foundation - Arvind Foundation - Purfi Arvind Manufacturing India Private Limited - Arvind Advanced Materials Limited Listed Companies: - Arvind Limited - Arvind Smartspaces Limited - Arvind Fashions Limited - Deepak Nitrite Limited
Memberships/Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	Arvind Limited - Corporate Social Responsibility Committee – Chairman - Risk Management Committee – Member - Environment, Sustainability and Governance Committee – Chairman Deepak Nitrite Limited - Corporate Social Responsibility Committee – Member - Stakeholders Relationship Committee – Member - Sustainability Committee – Chairman - Nomination & Remuneration Committee – Member Arvind Fashions Limited - Corporate Social Responsibility Committee – Member Arvind Smartspaces Limited - Corporate Social Responsibility Committee – Chairman
Number of Shares held in the Company as beneficial owner (as on date of the Notice)	274
Number of Meetings of the Board attended during the year	4(Four)
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Sanjay Lalbhai is father and Mr. Kulin Lalbhai is brother of Mr. Punit Lalbhai, Non-Executive Director of the Company
Resignation from Listed Entities in past three years	None