



## **ANIK INDUSTRIES LIMITED**

**CIN – L24118MH1976PLC136836**

**Corporate Office :**

2/1, South Tukoganj, Behind High Court,  
Indore-452 001 (M.P.), India.

Phone : 91-731-4018009/8010 /Fax : 91-731-2513285

Email id.: anik@anikgroup.com

Website : www.anikgroup.com

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**To,**

**National Stock Exchange of India Ltd.**

“Exchange Plaza”, C-1, Block G,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai –400051

**Symbol: ANIKINDS**

**Date: 07/02/2025**

**BSE Limited**

25<sup>th</sup> Floor, New Trading Ring,  
P.J. Towers, Dalal Street, Fort,  
Mumbai-400001

**Scrip Code: 519383**

**Ref.: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations");**

**Subject: Notice of Postal Ballot**

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**Dear Sir/Ma'am,**

This is to intimate that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot Dated 04<sup>th</sup> February, 2025 together with the Explanatory Statement thereof seeking approval of the shareholders on the following matters through Ordinary Resolution:

1. To approve the Material Related Party Transactions between the Company and its material subsidiary, Revera Milk & Foods Private Limited

The aforesaid Notice has been dispatched to the members of the Company on 07<sup>th</sup> February, 2025, whose names appear on the Register of Members as on the Cut-off Date i.e. 31<sup>st</sup> January 2025, on their registered email addresses.

In continuation of the above, we enclose herewith Notice of Postal ballot of the Company. The same is also hosted on Company's website at [www.anikgroup.com](http://www.anikgroup.com).

This above is for your information and dissemination please.

Thanking you,

Yours faithfully,

**For Anik Industries Limited**

**Sourabh Vishnoi**

**Company Secretary & Compliance Officer**





## **ANIK INDUSTRIES LIMITED**

**CIN: L24118MH1976PLC136836**

**Registered Office:** 610, Tulsiani Chambers, Nariman Point, Mumbai – 400 021

**Phone:** +91-22-22824851-53-57-59-63, 22886877, **Fax:** +91-022-22042865

**Email id.:** anik@anikgroup.com; **Website:** www.anikgroup.com

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### **NOTICE OF POSTAL BALLOT**

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

Dear shareholder(s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Ministry of Corporate Affairs (MCA) vide its **General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024**, in continuation to this Ministry's General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, General Circular No. 03/ 2022 dated 05<sup>th</sup> May 2022, General Circular No. 17/2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 (**hereinafter collectively referred to as "MCA Circulars"**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), to transact the special businesses set out below and proposed to be passed by the members of Company "**Anik Industries Limited**" ("**Company**"), by means of Ordinary Resolutions through Postal Ballot by remote e-voting process ("e-voting").

In compliance with the Circulars, the Postal Ballot Notice shall be dispatched to all those members whose names appear in the Register of Members and who have registered their email addresses with the Company and/or with the Depositories/Depository Participants as on **Friday, 31<sup>st</sup> January, 2025 ("Cut-off Date")**. The communication of assent / dissent of the members will take place through the e-voting system only. For voting through e-voting system shareholders are requested to read the instructions in the Notes of this Notice.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope were not required to be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The remote e-voting period commences from **9.00 A.M. (IST) on Monday, 10<sup>th</sup> February, 2025, and ends at 5.00 P.M. (IST) on Tuesday, 11<sup>th</sup> March, 2025.**

The Board of Directors of the Company at its meeting held on **Tuesday, 04<sup>th</sup> February, 2025** has appointed **Mr. Amit Jain, Proprietor of M/s. Amit Preeti & Associates, Practicing Company Secretary, Indore (Membership No.: F-7859 & COP No.: 24303)**, as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

After completion of scrutiny of the votes cast, Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman, and result of the e-voting by Postal Ballot will be announced on or before Thursday 13<sup>th</sup> March, 2025.

The said Result along with the Scrutinizer's Report shall be uploaded on the Company's website [www.anikgroup.com](http://www.anikgroup.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The result will also be communicated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the Equity Shares of the Company are listed.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said Resolution, setting out material facts and the reasons for the Resolutions, is also annexed. You are requested to peruse the proposed Resolutions, along with the Explanatory Statement, and thereafter record your assent or dissent by means of e-voting facility only provided by the Company.

#### **ITEMS OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT: (SPECIAL BUSINESS)**

##### **1. TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND ITS MATERIAL SUBSIDIARY REVERA MILK & FOODS PRIVATE LIMITED**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, including any statutory amendment(s) or reenactment(s) thereof, for the time being in force, and in terms of Regulation 23 and Regulation 2(l)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, including any statutory modification(s) or re-enactment thereof, read with the Company’s Policy on Related Party Transactions, as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company and in furtherance to the resolutions already passed in this regard in the 48<sup>th</sup> Annual General Meeting, consent of the Members be and is hereby accorded to the Company to enter into and/ or continuing with existing contracts/arrangements/ transactions or modification(s) of earlier contracts/ arrangements/transactions (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), between the Company and its material subsidiary **Revera Milk & Foods Private Limited (RMFPL)**, ‘related party’ of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(l)(zb) of the SEBI Listing Regulations, in relation:

- (a) To provide/extend Corporate Guarantee of the Company for obtaining various credit limits/facilities by **RMFPL** from Banks/Financial Institutions upto an amount not exceeding Rs. 100,00,00,000/-(Rupees Hundred Crores Only);
- (b) To grant loans and advances to **RMFPL** upto an amount not exceeding Rs. 50,00,00,000/-(Rupees Fifty Crores Only); and
- (c) To invest the fund of the Company by way of subscription and purchase of securities of **RMFPL** upto an amount not exceeding Rs. 10,00,00,000/-(Rupees Ten Crores Only), over and above the investments already made therein;

i.e. for an aggregate value not exceeding 160,00,00,000/-(Rupees One Hundred and Sixty Crores Only), over and above the investments already made therein on such terms and conditions as may be mutually agreed between the Company and **RMFPL**, for a period of one year from the date of shareholders’ approval, as set out in the Explanatory Statement annexed hereto, provided that the

transactions so carried out shall at all times be on an arm's length basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and in order to give effect to the foregoing resolution or as may be otherwise considered by it to be in the best interest of the Company;

**RESOLVED FURTHER THAT** The Board of directors and/or Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Maharashtra & to do all such acts, deeds, things required for the aforesaid purpose.”

**By order of the Board of Directors**

**Place:** Indore  
**Dated:** 04<sup>th</sup> February, 2025

Sd/-  
**Sourabh Vishnoi**  
**Company Secretary and Compliance Officer**  
**M. No.: A-57433**

**NOTES:**

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, in respect of business to be transacted as mentioned in the Postal Ballot Notice, is annexed hereto.
2. In accordance with the provisions of the Act, read with Rules made thereunder and MCA Circulars, the Postal Ballot notice is being sent only by e-mail to those members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on **Friday, 31<sup>st</sup> January, 2025** (“Cut-off date”).
3. The Postal Ballot Notice is also available on the Company’s website [www.anikgroup.com](http://www.anikgroup.com) and at the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also available on the website of CDSL (the agency appointed by the Company for providing the e-voting system) i.e. [www.evotingindia.com](http://www.evotingindia.com).
4. Members holding shares in electronic/demat mode and who have not get their e-mail addresses updated with the Depository Participants are requested to update their e-mail address and any changes therein through their Depository Participants. Members holding shares in physical mode are requested to update their e-mail address and mobile number, by sending e-mail quoting their Folio Number along with scanned copy of PAN (self attested scanned copy) or AADHAR (self attested scanned copy) to our Registrar and Share Transfer Agent, viz., Sarthak Global Limited at [sgl@sarthakglobal.com](mailto:sgl@sarthakglobal.com) and mark cc to Company: [anik@anikgroup.com](mailto:anik@anikgroup.com).
5. In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
6. The remote e-voting period commences from **9.00 A.M. (IST) on Monday, 10<sup>th</sup> February, 2025, and ends at 5.00 P.M. (IST) on Tuesday, 11<sup>th</sup> March, 2025**. The remote e-voting shall not be allowed beyond the said date and time.
7. The voting rights of the Shareholders shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date. A person who is not a shareholder on the relevant date should treat this notice for information purposes only.
8. Resolution passed by Members with requisite majority through remote e-voting are deemed to be passed on **Tuesday, 11<sup>th</sup> March, 2025** i.e. the last date specified for receipt of votes through remote e-voting as if they have been passed at a General Meeting of the Members.
9. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on resolution through the remote e-voting facility arranged by CDSL. The instructions for remote e-voting are annexed to this Notice.
10. The Board of Directors of the Company at its meeting held on **Tuesday, 04<sup>th</sup> February, 2025** has appointed **Mr. Amit Jain, Proprietor of M/s. Amit Preeti & Associates, Practicing Company Secretary, Indore (Membership No.: F-7859 & COP No.: 24303)**, as Scrutinizer



for conducting the Postal Ballot process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

11. After completion of scrutiny of the votes cast, Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman, and result of the e-voting by Postal Ballot will be announced on or before Thursday, 13<sup>th</sup> March, 2025.
12. The said Result along with the Scrutinizer's Report shall be uploaded on the Company's website [www.anikgroup.com](http://www.anikgroup.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The result will also be communicated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the Equity Shares of the Company are listed.
13. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [anik@anikgroup.com](mailto:anik@anikgroup.com).
14. The Company has designated Mr. Sourabh Vishnoi, Company Secretary of the Company as the person responsible for the entire voting process.

Members may contact Mr. Sourabh Vishnoi, Company Secretary, for any grievances connected with electronic means at [anik@anikgroup.com](mailto:anik@anikgroup.com), Tel. # 0731-4018009/10/91.

**15. The details of the process and manner for remote e-voting are explained herein below:**

- (i) The voting through electronic means will commence on **9.00 A.M. (IST) on Monday, 10<sup>th</sup> February, 2025, and ends at 5.00 P.M. (IST) on Tuesday, 11<sup>th</sup> March, 2025**. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting module shall be disabled by CDSL for voting thereafter. The Shareholders as on the **cut-off date, i.e. Friday, 31<sup>st</sup> January, 2025** may cast their vote.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user Ids and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at</li> </ol>

	<p><a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**



- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “**SUBMIT**” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘**Password Creation**’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant “**ANIK INDUSTRIES LIMITED**” on which you choose to vote.
- (ix) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- (x) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- (xii) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.

- (xiii) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer through email at [amitjaincs@yahoo.com](mailto:amitjaincs@yahoo.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

- A. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id at [anik@anikgroup.com](mailto:anik@anikgroup.com) or [sgl@sarthakglobal.com](mailto:sgl@sarthakglobal.com)** respectively.
- B. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- C. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800225533.

## ANNEXURE TO THE NOTICE

### Explanatory Statement as required under section 102 of the Companies Act, 2013

#### ITEM NO. 1:

Regulation 23 of the Listing Regulations mandates prior approval of the shareholders of a listed entity by means of an ordinary resolution for all “material” related party transactions (“RPTs”) to which the listed entity or its subsidiary are a party, even if such transactions are in the ordinary course of business and at an arm’s length basis. For this purpose related party transaction shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed(s) Rs. 1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, **whichever is lower**. Considering that the material threshold for these transactions are exceeding 10% of the annual consolidated turnover of the Company as on March 31, 2024.

The RPTs proposed to be executed by the Company with its material subsidiary **Revera Milk & Foods Private Limited (RMFPL)**, as set out in Item no. 01, taken together with the previous transactions executed by the Company with the “related parties” during FY 2024-25, will exceed the “materiality” threshold limits during the FY 2024-25. Accordingly, approval of the Members for such RPTs is being required.

The Company, in ordinary course of its business, regularly enters into transactions with related parties including RMFPL as mentioned in the notice. On the basis of the same, the Company proposes to seek shareholders’ approval for the said transactions by way of an Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable the Company to enter into Related Party Transactions and make material modifications thereto as may be required from time to time. All the said transactions shall be in the ordinary course of business of the Company and on an arm’s length basis. Earlier also the company has taken approval of shareholders for setting limit of overall loans, advances, guarantee and investments in securities under section 186 of Companies act, 2013 and also for providing loans and advances to RMFPL under section 185 of Companies act, 2013 in the 48<sup>th</sup> Annual General Meeting of the AIL.

The Audit Committee and the Board of Directors of the Company have approved/ recommended the maximum limits of aggregate value of such proposed material RPTs as set out in the tables below and accorded their consent to the Company and its subsidiary to enter into and to continue with existing contracts/ arrangements/ transactions with RMFPL or modification(s) of earlier contracts /arrangements / transactions with various related parties of the Company, in the ordinary course of business and at arms’ length basis, subject to the approval of the Members of the Company.

The SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024 (“SEBI Master Circular”) provides that the shareholders’ omnibus approval for material related party transactions given at an Annual General Meeting remains valid up to the date of the next Annual General Meeting for a period not exceeding fifteen months. This facilitates listed entities to align their processes to conduct Annual General Meetings and obtain omnibus shareholders’ approval for material related party transactions. Further, the SEBI Master Circular also provides that if shareholders’ omnibus approvals for material RPTs, obtained from shareholders in general meetings other than Annual General Meetings, the validity of such omnibus approvals shall not exceed one year. The Company hereby seeks approval of members by this postal ballot;

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. **SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI Master Circular”)** are as under:

S. NO.	PARTICULARS	DETAILS OF PROPOSED RPTS
01	Name of the Related Party and its nature of Relationship with the listed entity or its Subsidiary including nature of its concern or interest (financial or otherwise)	<p><b>Revera Milk &amp; Foods Private Limited (RMFPL)</b> is a Material subsidiary Company of Anik Industries Limited (“AIL”). AIL holds 92.80% Equity Shares in <b>RMFPL</b>.</p> <p>Mr. Shivam Asthana, Director of RMFPL is also the Whole-time Director in AIL and Mrs. Sonakshi Shahra, daughter of Mr. Manish Shahra (Managing Director of AIL) is director and shareholder of RMFPL. Further Mr. Nilesh Jagtap, Independent Director in AIL is also Independent Director in RMFPL, in compliance with regulation 24 of SEBI (LODR) Reg. 2015</p>
02	Type, tenure, material terms and particulars	<p>(a) To provide/extend Corporate Guarantee of the Company for obtaining various credit limits/facilities</p> <p>(b) To grant loans and advances</p> <p>(c) To invest the fund of the Company by way of subscription and purchase of securities</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market conditions and commercial terms as on the date of entering into the contract(s).</p> <p>Approval of the shareholders is being sought for entering into agreements/contracts and deeds etc for afore mentioned transactions of the Company with its material Subsidiary during 2024-25 and shall be valid up to the date of next AGM to be held in the Year 2025.</p>
03	Value of the transaction	For an aggregate value not exceeding 160,00,00,000/- (Rupees Hundred and sixty Crores Only)
04	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided)	<p>Proposed transactions of Rs. 160.00 crores is 159.05 % of annual consolidated turnover of the Company i.e. Rs. 100.60 crores for FY 2023-24.</p> <p>Since the Real Estate project of RMFPL is at initial stage of development and revenue generation is yet not started from the said project. Therefore, RMFPL did not have any turnover in the preceding financial year.</p>



05	<p>If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction;</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>From the additional funds available and receivables from the advances given and debtors of the Company</p> <p>No</p> <ul style="list-style-type: none"> <li>• Terms and conditions of the loan, including repayment schedule, and other specifics, as determined by the Board of Directors in their absolute discretion, ensuring they are beneficial to the Company and compliant with applicable laws and regulations.</li> <li>• interest rate: 8.5% per annum</li> <li>• The loan shall be repaid by subsidiary within a period of 2 years, in tranches or in lump sum, from the date of loan availed.</li> <li>• Nature of security: Unsecured.</li> </ul> <p>The loan &amp; investments will be utilised by the subsidiary company for implementation of its high rise residential cum commercial project at New Town area named "One Victoria" for which subsidiary has already obtained RERA approval and construction work of the project is already started.</p>
06	Justification as to why the RPT is in the interest of the listed entity	The RPTs are / will be on arm's length basis and in the ordinary course of business, based on considerations of various business exigencies, such as synergy in operations, expertise and resources of AIL and the Company's long term strategy. The Audit Committee and the Board of Directors are of the view that the RPTs shall be in the best interest of AIL, as RMFPL is material subsidiary of AIL and are in the same line of Business.
07	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
08	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Accordingly, the Audit Committee and Board having considered the above & recommended the transactions to be approved as contained in Item no. 01 of the Notice by way of an Ordinary resolution.

Members may note that as per the provisions of the Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the proposed resolutions.

Except as mentioned above, none of the Directors and/or Key Managerial Personnel (as defined under the Act) of the Company and/or their respective relatives are concerned or interested either directly or indirectly, either financially or otherwise, in the Resolutions mentioned at Item no. 01 of the Notice.

**By order of the Board of Directors**

**Place:** Indore

**Dated:** 04<sup>th</sup> February, 2025

Sd/-

**Sourabh Vishnoi**

**Company Secretary and Compliance Officer**

**M. No.: A-57433**

Anik Industries Limited

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