

ANUPAM RASAYAN INDIA LTD.

Date: May 27, 2022

ARILSLDSTX20220527021

To, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai -400001, India SCRIP CODE: 543275	To, Sr. General Manager National Stock Exchange of India Limited 'Exchange Plaza', C-1, Block-G, Bandra Kurla Complex Bandra (East), Mumbai 400051, India SYMBOL: ANURAS
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Dear Sir / Madam,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot.

This intimation is in furtherance to the intimation to the stock exchange made on May 24, 2022, by Anupam Rasayan India Limited ("Company") in respect of outcome of the meeting of Board of Directors of the Company ("Board") held on May 24, 2022, intimating the decision of the Board to seek approval of the shareholders in respect of the special and ordinary resolutions proposed to be passed, by way of Postal Ballot through remote e-voting process only, for the following agenda items:

Sr. No.	Agenda Items
1	To consider and approve raising of funds through issue of Equity Shares
2	To consider and approve revision in the remuneration of Mr. Anand Desai, Managing Director (DIN:00038442)
3	To consider and approve revision in the remuneration of Mrs. Mona Desai, Whole-time Director (DIN:00038429)

In this regard, please find enclosed the Postal Ballot Notice dated May 24, 2022 which was dispatched today i.e. May 27, 2022, electronically to the shareholders of the Company holding shares of the Company on May 25, 2022 ("Cut-off Date") to their registered e-mail address.

The e-voting period in respect of the Postal Ballot is as follows:

Commencement date and time: May 28, 2022, Saturday, on 09:00 am IST
Conclusion date and time: June 26, 2022 Sunday on 05:00 pm IST

Please note that results of the Postal Ballot will be declared by June 28, 2022. The results shall also be made available on the website of the Company at www.anupamrasayan.com besides being communicated to the stock exchanges.

Registered Office :
8110, GIDC Industrial Estate,
Sachin, SURAT-394 230
Gujarat, India.

Tel. : +91-261-2398991-95
Fax : +91-261-2398996
E-mail : office@anupamrasayan.com
Website : www.anupamrasayan.com
CIN - L24231GJ2003PLC042988



ANUPAM RASAYAN INDIA LTD.

The public notice with respect to Postal Ballot in terms of the applicable provisions under the Companies Act, 2013 read with rules made thereunder shall be published in the newspapers and necessary intimation in this regard shall be made to the stock exchanges.

We request you to kindly take note of the same.

Thanking You,

Yours Faithfully,

For, Anupam Rasayan India Limited

Suchi Agarwal
Company Secretary & Compliance Officer
M.N.: A32822



Encl: Postal Ballot Notice

Registered Office :
8110, GIDC Industrial Estate,
Sachin, SURAT-394 230
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POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that the resolutions as set out below are proposed to be passed by the members of Anupam Rasayan India Limited (the "Company") ("Members") through the postal ballot through remote electronic voting facility only ("E-voting"), pursuant to provisions of section 108 and section 110 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) (the "Act") read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) (the "Rules") and read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (collectively the "MCA Circulars").

The proposed resolutions and explanatory statement setting out material facts as required in terms of section 102 and section 110 of the Act, read with the Rules and the MCA Circulars and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015, (including any statutory modifications or re-enactment(s) thereof for the time being in force) ("SEBI Listing Regulations"), are appended below seeking the consent of the Members through postal ballot only through the E- voting process.

The Board of Directors of the Company ("Board"), in its meeting held on May 24, 2022, has appointed M. D. Baid & Associates, Practicing Company Secretaries, Surat, as scrutinizer ("Scrutinizer") for scrutinizing the postal ballot process in a fair and transparent manner and the Scrutinizer has communicated their willingness to be appointed and will be available for the same.

In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Accordingly, in compliance with Regulation 44 of the SEBI Listing Regulations and sections 108 and 110 of the Act read with rule 20 and rule 22 of the Rules, the Company is pleased to offer an E-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes under section "instruction for e-voting" in this postal ballot notice to cast their votes electronically. Members are requested to cast their vote through the e-voting process not later than 5:00 p.m. IST on Sunday, June 26, 2022, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. The hard copy of this postal ballot Notice, postal ballot forms and prepaid business envelop will not be sent to the Members for this postal ballot as per the MCA Circulars. The instructions for e-voting are appended to this postal ballot notice. The Scrutinizer will submit the report to the Chairperson/Vice-chairperson of the Company or any person authorized by the Chairman after completion of scrutiny. The results of voting by means of the postal ballot through e-voting will be announced by Tuesday, June 28, 2022, before 5.00 p.m. at the Registered Office of the Company. The results along with the Scrutinizer's Report will also be displayed on the Company's website: www.anupamrasayan.com as well as on the NSDL website: www.evoting.nsdl.com. The results will also be simultaneously communicated to the stock exchanges - BSE Limited ("BSE") and National Stock Exchange Limited ("NSE").

Registered Office:

8110, GIDC Sachin, Surat-394230, Gujarat, India. Ph: +91-261-2398991-95, Fax: +91-261-2398996.

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SPECIAL BUSINESS:

Item No. 1

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for raising of funds, through issue of Equity Shares

RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and rules formulated thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, as amended and clarifications issued thereon from time to time, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, and subject to other applicable statutes, rules, regulations, notifications, directions, guidelines and circulars issued by any competent regulatory or statutory authorities from time to time to the extent applicable, the Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions, consents and/or sanctions as may be necessary from any concerned statutory or other relevant authorities, as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions and/or consents, the consent of the shareholders be and is hereby accorded to create, offer, issue and allot, such number of equity shares of the Company, for an aggregate amount not exceeding INR 8000 Million (Indian Rupees Eight Thousand Million), by way of qualified institutions placement, to any eligible person(s) as may be decided by the Board of Directors (hereinafter referred to as the “Board”, which term shall include any committee thereof which the Board of Directors may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), including Qualified Institutional Buyers (“QIBs”) in terms of Chapter VI of the ICDR Regulations, at such time and at such prices, at a discount or premium to the market price, in accordance with applicable law, and in such manner and on such terms and conditions, considering the prevailing market conditions and other relevant factors, and wherever necessary in consultation with the book running lead manager(s) and/or other advisor(s), as may be determined by the Board in its absolute discretion (“Issue”).

RESOLVED FURTHER THAT the equity shares, to be created, offered, issued and allotted by the Company for the Issue, in terms of the aforementioned resolution:

- (a) shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) shall rank *pari-passu* with the existing equity shares of the Company in all respects; and
- (c) shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring, if applicable.

RESOLVED FURTHER THAT in respect of the issue of equity shares to QIBs pursuant to the Issue:

- (a) the allotment of equity shares shall be completed within 365 days from the date of approval of the Issue by the shareholders of the Company by way of a special resolution or such other time as may be permitted under the ICDR Regulations from time to time;
- (b) for determining the price of the equity shares to be issued pursuant to such Issue, the relevant date shall



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- be the date of the meeting in which the Board decides to open the Issue;
- (c) the Issue shall be made at such price not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations (“**Issue Floor Price**”), provided that the Board may, at its discretion and in accordance with applicable law, offer a discount of not more than 5% (five percent) or such other percentage as permitted under applicable law, on such Issue Floor Price, and the price determined for the Issue shall be subject to appropriate adjustments in accordance with the provisions of ICDR Regulations, as may be applicable;
 - (d) the equity shares shall be allotted as fully paid-up;
 - (e) no allotment shall be made, either directly or indirectly, to any QIB who is a promoter of the Company or any person related to the promoters, in terms of the ICDR Regulations; and
 - (f) the equity shares shall not be sold for a period of one (1) year from the date of allotment, except on the floor of the stock exchange(s).
 - (g) no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the ICDR Regulations.
 - (h) the Company shall not undertake any subsequent qualified institutions placement until the expiry of two weeks from the date of the qualified institutions placement to be undertaken pursuant to the special resolution to be passed by the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of equity shares pursuant to the Issue, the Board shall seek listing of any or all of such equity shares of the Company as the case may be, on the applicable stock exchanges in India.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board may perform all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including appointment or ratification of the appointment of book running lead manager(s), legal counsel(s), escrow bank and any other agency that is required to be appointed and execution of agreements as may be necessary with such parties, finalization of the draft and final versions of the offer document, determination of the terms and conditions of the Issue, negotiation and execution of transaction documents for the Issue and delegation of all or any of its powers conferred in relation to the Issue to such committee of directors as the Board may deem fit and proper for the purposes of the Issue and for settlement of any questions or difficulties that may arise in relation to the Issue.

Item No. 2:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for revision in the remuneration of Mr Anand Desai, Managing Director (DIN:00038442)

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Articles of Association of the Company and such other approvals as are necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for revision in the remuneration of Mr Anand Desai, Managing Director (DIN: 00038442) of the Company, with effect from April 1, 2022, for the remainder tenure of his appointment as a Managing Director as set out in the explanatory statement annexed to this Postal Ballot Notice, where the remuneration shall in no case exceed five percent (5%) of the net profits of the Company computed in accordance with the provisions of the Act or any other applicable law, amended from time to time.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where, in the event of loss or inadequacy of profits in any financial year, he shall be paid remuneration by way of salary as specified



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above, however in any case, the total remuneration shall not exceed the limit as specified in Schedule V of the Companies Act, 2013, as modified from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 3:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for revision in the remuneration of Mrs Mona Desai, Whole-time Director (DIN:00038429)

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Articles of Association of the Company and such other approvals as are necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for revision in the remuneration of Mrs Mona Desai, Vice-chairperson and Whole-time Director (DIN: 00038429) of the Company, with effect from April 1, 2022, for the remainder tenure of her appointment as a Whole-time Director as set out in the explanatory statement annexed to this Postal Ballot Notice, where the remuneration shall in no case exceed five percent (5%) of the net profits of the Company computed in accordance with the provisions of the Act or any other applicable law, as amended from time to time.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where, in the event of loss or inadequacy of profits in any financial year, she shall be paid remuneration by way of salary as specified above, however in any case, the total remuneration shall not exceed the limit as specified in Schedule V of the Companies Act, 2013, as modified from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By the Order of Board of Directors
For **Anupam Rasayan India Limited**

Date: May 24, 2022

Place: Surat

Sd/-
Suchi Agarwal
Company Secretary and Compliance Officer
ACS: 32822

Registered Office:

Anupam Rasayan India Limited
Plot No. 8110,
GIDC Industrial Estate, Sachin,
Surat-394 230, Gujarat, India



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Notes:

1. The Statement, pursuant to the provisions of section 102 and section 110 of the Companies Act, 2013 (as amended from time to time) (the "Act") for the resolution mentioned above forms part of this postal ballot notice.
2. The postal ballot notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners ("Members") as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (collectively "Depositories") as on the cut-off date, i.e. on close of business hours on Wednesday, May 25, 2022.
3. Pursuant to the provisions of section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014 (as amended) ("Rules"), and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations"), Anupam Rasayan India Limited ("Company") is pleased to provide remote electronic voting ("E-voting") facility to all its Members, to enable them to cast their votes electronically and has engaged the services of NSDL as the agency to provide E-voting facility. Instructions for the process to be followed for E-voting are annexed to this postal ballot notice.
4. Considering the COVID -19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No 03/2022 dated May 05, 2022 and No. 20/2021 dated December 08, 2021, read together with Ministry's General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, and 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 (collectively referred to as the "MCA Circulars"), inter-alia permitted to send the documents only through electronic mode for this postal ballot. Further, the Securities and Exchange Board of India ("SEBI") vide its Circular dated May 12, 2020, January 15, 2021 and May 13, 2022 ("SEBI circulars") has also granted certain relaxations. In accordance with the MCA Circulars, provisions of the Act, Listing Regulations and SEBI Circulars, no physical ballot is provided, and only an E-voting facility is provided for this postal ballot process. In compliance with the aforesaid MCA Circulars and SEBI Circulars, this postal ballot notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

If your e-mail address is not registered with the Company/Depositories, you may register on or before 5:00 p.m. (IST) on Saturday, June 11, 2022, to receive this postal ballot notice by following the below process:

Manner of registering/updating e-mail address:

Members holding shares in dematerialised form are requested to contact their Depository Participants ('DP's) for registering their e-mail address and contact number and follow the process stipulated by DP's for registering e-mail address. Consequent to the registration/updation of e-mail address after the Cut-off date with their DP's, Members are requested to communicate the same to the Company/RTA by writing an e-mail to investors@anupamrasayan.com or einward.ris@kfintech.com or evoting@nsdl.co.in.

The Members may note that this postal ballot notice will also be available on the Company's website, <https://www.anupamrasayan.com> (under the investor relations tab), websites of the stock exchanges where the equity shares of the Company are listed, i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com and on the website of NSDL www.evoting.nsdl.com upto the last date of E-voting.

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5. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date of E-voting, i.e. Sunday, June 26, 2022.
6. Resolutions passed by the Members through the postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. Instruction for remote e-voting are as under:
 - i. In compliance with section 108 and section 110 of the Act, rule 20 and rule 22 of the Rules, regulation 44 of the Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, in relation to the e-voting facility provided by the listed companies, the Company has provided the facility of E-voting to all Members to enable them to cast their votes electronically.
 - ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Wednesday, May 25, 2022 ("*Cut-off date*"). Only those Members whose names are recorded in the Register of Members of the Company or the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by E-voting. A person who is not a Member as on the Cut-off date should treat this postal ballot notice for information purposes only. The E-voting period commences from 9:00 a.m. IST on Saturday, May 28, 2022, and concludes at 5:00 p.m. IST on Sunday, June 26, 2022. The vote shall be cast in the E-voting period to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. The E-voting module shall be disabled by NSDL thereafter. Once the Member casts a vote on the resolution, such Member shall not be allowed to change it subsequently. As per the MCA circulars, Members cannot exercise votes by proxy on Postal Ballot
 - iii. The Board of Directors of the Company ("*Board*") has appointed M.D. Baid & Associates, Practicing Company Secretaries, Surat, as scrutinizer ("*Scrutinizer*") to scrutinize the Postal Ballot process in a fair and transparent manner.
 - iv. The details of the process and manner for E-voting are explained hereinbelow:

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 at <https://www.evoting.nsdl.com/>

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

Step 1: Access to NSDL e-Voting system

Login method for e-Voting 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	A. IDeAS Registered User: 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on mobile.



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	<ol style="list-style-type: none">2. On the e-Services home page, click on the “Beneficial Owner” icon under “Login”, which is available under ‘IDeAS’ section. A new screen will open, and you will be required to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services.3. Click on “Access to e-Voting” under e-Voting services, and you will be able to see the e-Voting page. Click on the company name or e-Voting service provider name (NSDL in this case), and you will be re-directed to the NSDL e-Voting website for casting your vote during the remote e-Voting period. <p>B. If the user is not registered for IDeAS e-Services, an option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp e-Voting through the website of NSDL:</p> <ol style="list-style-type: none">1. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on mobile.2. Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under the ‘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.3. After successful authentication, you will be redirected to the NSDL Depository site, wherein you can see the e-Voting page.4. Click on options available against company name or e-Voting service provider name (NSDL in this case), and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p>C. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience.</p> 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider, i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, an option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link 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 provided links for the respective ESP, i.e. NSDL where the e-Voting is in progress.

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Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> Shareholders can also login using the login credentials of their demat account through their 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 Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider name (NSDL in this case) and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period. 	
Shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode	<ol style="list-style-type: none"> 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 mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/Member' section. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services after using your login credentials, click on e-Voting, and you can proceed to Step 2, i.e. Cast your vote electronically. Your User ID details are given below 	
	Manner of holding shares, i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
	a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****.
	b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
	c) For Members holding shares in Physical Form.	EVEN (E-Voting Event Number) allotted to Anupam Rasayan India Limited followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001**
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>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 ask you to change your password.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a 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'.</p>		



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- (ii) If your e-mail ID is not registered, please follow the steps mentioned below in the process for those shareholders whose e-mail ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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 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.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

Step 2 - How to cast your vote electronically on NSDL e-Voting system?

- 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 is in active status.
- Select "EVEN" of the company for which you wish to cast your vote.
- Now you are ready for e-Voting as the voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" or send scanned copy (PDF/JPG Format) of their 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 mdbaid@yahoo.com with a copy marked to evoting@nsdl.co.in.
- 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



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Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com. Shareholders/Members, who need assistance, can contact NSDL official Ms Sarita Mote on toll free no.: 1800-1020-990 and 1800-22-44-30 or send a request at evoting@nsdl.co.in

Process for those Members 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 demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card and AADHAR to investors@anupamrasayan.com and/or to (RTA) einward.ris@kfintech.com.
2. Alternatively, shareholder/Members may send a request to evoting@nsdl.co.in for procuring user id and password for E-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, to individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders/Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
8. The results of the voting will be declared on receipt of Scrutinizer's Report at the Registered Office of the Company, and the same along with the Scrutinizers Report will be published on the website of the Company <https://www.anupamrasayan.com> and the website of NSDL <https://www.evoting.nsdl.com>. The Company shall simultaneously communicate the results along with the Scrutinizers Report to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.



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EXPLANATORY STATEMENT

In terms of Section 102 of the Companies Act, 2013 read with the rules ("Companies Act"):

Item no. 1: Raising of funds through issue of Equity Shares

Pursuant to the provisions of relevant sections of the Companies Act, including, without limitation, Section 42 and 62(1)(c) of the Companies Act, any offer or issue of equity shares in the Company to persons other than Members of the Company requires prior approval of the Members by way of special resolution.

The Company proposes to raise additional capital for funding organic or inorganic growth opportunities, capital expenditure, meeting long and short-term working capital requirements, pre-payment and/or repayment of outstanding borrowings or other financial obligations, general corporate purposes or other corporate exigencies, as may be permissible under the applicable law and approved by the Board of Directors or its duly authorised committee(s). In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, the approval of the shareholders of the Company is accordingly being sought to permit the Board of Directors to create, offer, issue, and allot equity shares, by way of qualified institutions placement in accordance with applicable laws, for an aggregate amount not exceeding INR 8000 Million (Indian Rupees Eight Thousand Million) at such price as may be deemed appropriate by the Board of Directors (hereinafter referred to as the "**Board**") which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution) in its absolute discretion, including the discretion to determine the Qualified Institutional Buyers ("**QIBs**") to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and, wherever necessary, in consultation with book running lead manager(s) and other agencies that may be appointed ("**Issue**"). The Board, at its meeting held on **May 24, 2022**, subject to the approval of the Members, has approved such capital raising.

For the issuance of equity shares undertaken by way of qualified institutions placement: (a) the allotment of equity shares shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**") from time to time; (b) the pricing of the equity shares that may be issued to QIBs shall be determined by the Board subject to such price not being less than the floor price calculated in accordance with Chapter VI of the ICDR Regulations, provided that the Company may offer a discount of not more than 5% (five per cent) on such floor price or such other discount as may be permitted under the ICDR Regulations; and (c) the 'Relevant Date' for the purpose of pricing the equity shares shall be the date of the meeting in which the Board decides to open the Issue.

The equity shares to be offered, issued and allotted pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu inter se* and with the then existing equity shares of the Company, in all respects, including dividend.

The approval of the Members is being sought to enable the Board, to decide on the raising of capital and issuance of equity shares, to the extent and in the manner stated in the special resolution, as set out in **Item No. 1** of this Notice, without the need for any fresh approval from the Members of the Company in this regard.

The resolution proposed is an enabling resolution and the number of equity shares to be issued, identification of investors, price, quantum and timing of the Issue, and the detailed terms and conditions for the Issue will be decided by the Board, in accordance with applicable law, in consultation with book running lead manager(s) and/or other advisor(s) appointed in relation to the Issue, as necessary, taking into consideration market conditions. The proposal, therefore, seeks to confer upon the Board, the absolute discretion and adequate flexibility to determine the terms of the Issue, as detailed above. The Company has made and will continue to



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make necessary disclosures to the stock exchanges, as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Members are, therefore, requested to accord their approval for **Item 1**.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their respective shareholding, if any, in the Company.

The Board recommends passing of the resolutions as set out in the **Item No. 1** of the notice for consideration and approval of the Shareholders as Special Resolution.

Item No. 2: Revision in the remuneration of Mr Anand Desai, Managing Director (DIN:00038442)

The Members of the Company had, at the Extra-Ordinary General Meeting held on December 4, 2020, approved the appointment of Mr Anand Desai as Managing Director (DIN: 00038442) for a period of five years from April 1, 2021 to March 31, 2026 on the terms and conditions defined in the written memorandum of the terms of appointment as per the provisions of Section 190 of the Act.

Mr Anand Desai is also a promoter of the Company since its incorporation. Considering the performance, experience, rich knowledge and leadership capabilities of Mr Anand Desai, the Board of Directors of the Company had in their meeting held on May 12, 2022, approved the revision in his remuneration from INR 10,95,000 (Indian Rupees Ten Lakh Ninety-Five Thousand) per month i.e. INR 1,31,40,000/- (Indian Rupees One Crore Thirty One Lakhs Forty Thousand) per annum to INR 18,00,000/- (Indian Rupees Eighteen Lakhs) per month i.e. INR 2,16,00,000/- (Indian Rupees Two Crores Sixteen Lakhs) per annum with effect from April 1, 2022, with no additional perquisites payable, for the remainder tenure as the Managing Director on the basis of recommendation of Nomination and Remuneration/Compensation Committee.

It is now proposed to obtain approval of the shareholders for revision in the remuneration of Mr Anand Desai as per details given herein above.

Minimum Remuneration: In the event of loss or inadequacy of profits of the Company in any financial year, the remuneration, as mentioned herein above, shall be paid as specified above, however, in any case, the total remuneration shall not exceed the limit as specified in Schedule V of the Act, as modified from time. Further, Mr Anand Desai will not be paid any sitting fees for attending any meetings of the Board of Directors or Committees thereof.

The details required under the provisions of Secretarial Standard-2 on General Meetings are provided as Annexure 1 hereto.

The Board of Directors recommends passing of the Ordinary Resolution set out in **Item No. 2** of the Postal Ballot Notice for approval by the Members for revision in the remuneration of Mr Anand Desai, Managing Director with effect from April 1, 2022 as per details given herein above.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 2** except Mr Anand Desai and Mrs Mona Desai or their relatives.



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Item No. 3: Revision in the remuneration of Mrs Mona Desai, Whole-time Director (DIN:00038429)

The Members of the Company had, at the Extra-Ordinary General Meeting held on December 4, 2020, approved the appointment of Mrs Mona Desai as Whole-time Director (DIN: 00038429) for a period of five years from April 1, 2021 to March 31, 2026 on the terms and conditions defined in the written memorandum of the terms of appointment as per the provisions of Section 190 of the Act.

Mrs Mona Desai is a promoter of the Company. Considering the performance, experience, rich knowledge and leadership capabilities of Mrs Mona Desai, the Board of Directors of the Company had in their meeting held on May 12, 2022, approved the revision in her remuneration from INR 10,95,000 (Indian Rupees Ten Lakh Ninety-Five Thousand) per month i.e. INR 1,31,40,000/- (Indian Rupees One Crore Thirty One Lakhs Forty Thousand) per annum to INR 18,00,000/- (Indian Rupees Eighteen Lakhs) per month i.e. INR 2,16,00,000/- (Indian Rupees Two Crores Sixteen Lakhs) per annum with effect from April 1, 2022, with no additional perquisites payable, for the remainder tenure as the Whole-time Director on the basis of recommendation of Nomination and Remuneration/Compensation Committee.

It is now proposed to obtain approval of the shareholders for revision in the remuneration of Mrs Mona Desai as per details given herein above.

Minimum Remuneration: In the event of loss or inadequacy of profits of the Company in any financial year, the remuneration, as mentioned herein above, shall be paid as specified above, however, in any case, the total remuneration shall not exceed the limit as specified in Schedule V of the Act, as modified from time. Further, Mrs Mona Desai will not be paid any sitting fees for attending any meetings of the Board of Directors or Committees thereof.

The details required under the provisions of Secretarial Standard-2 on General Meetings are provided as Annexure 2 hereto.

The Board of Directors recommends the Ordinary Resolution set out in **Item No. 3** of the Postal Ballot Notice for approval by the Members for revision in the remuneration of Mrs Mona Desai, Whole-time Director with effect from April 1, 2022 as per details given herein above.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 3** of the Notice except Mrs Mona Desai and Mr Anand Desai or their relatives.

By the Order of Board of Directors
For Anupam Rasayan India Limited

Sd/-

Place: Surat
Date: May 24, 2022

Suchi Agarwal
Company Secretary and Compliance Officer
ACS: 32822

Registered Office:
Anupam Rasayan India Limited
Plot No. 8110,
GIDC Industrial Estate, Sachin,
Surat-394 230, Gujarat, India.



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Annexure 1 to the explanatory statement of Postal Ballot Notice

Information of Directors seeking revision in the remuneration

Particulars	Mr Anand Desai (DIN: 00038442)
Date of Birth	December 12, 1973
Age	48 years
Qualification	He has passed the final semester examination of the Bachelor's degree in Science
Experience and Expertise	Mr Anand Desai is the promoter and Managing Director of the Company. He has been associated with the Company since 1992 and has been appointed as a director of the Company since its incorporation. He has over 28 years of experience in the field of chemical industry and has been actively involved in the day to day running of the Company.
Terms and conditions of Re-appointment	Mr Anand Desai was reappointed as the Managing Director of the Company for a period of five years with effect from April 1, 2021 to March 31, 2026 as per Memorandum of terms of re-appointment of Managing Director under Section 190 of the Companies Act, 2013 and the Nomination and Remuneration Policy of the Company as displayed on the Company's website www.anupamrasayan.com
Remuneration last drawn	INR 1,31,40,000/- per annum
Remuneration proposed to be drawn	INR 2,16,00,000/- per annum
Date of first appointment on the Board of the Company	September 30, 2003
Number of shares held in the Company	11,273,440 equity shares (11.24%)
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Husband of Mrs Mona Desai, Whole-time Director and Vice-Chairperson
Number of meetings of the Board attended during the financial year 2021-22	10 meetings attended out of 10 meetings held during the financial year.
Directorship/ Membership/ Chairmanship of Committees of other Board	Public Companies: - Additional Director in Globe Enviro Care Limited Private Companies: - Director in Rehash Industrial and Resins Chemicals Private Limited - Director in Mahavir Eco projects Private Limited

Registered Office:

8110, GIDC Sachin, Surat-394230, Gujarat, India. Ph: +91-261-2398991-95, Fax: +91-261-2398996.

www.anupamrasayan.com; office@anupamrasayan.com



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Annexure 2 to the explanatory statement of Postal Ballot Notice

Information of Directors seeking revision in the remuneration

Particulars	Mrs Mona Desai (DIN: 00038429)
Date of Birth	October 12, 1975
Age	46 years
Qualification	Bachelor's degree in Home Science
Experience and Expertise	Mrs Mona Desai is the Whole-time Director and Vice-Chairperson of the Company. She has been on the board of the Company since its incorporation in 2003. She has over 18 years of experience in the field of chemical industry and has been actively involved in the day to day running of the Company.
Terms and conditions of Re-appointment	Mrs Mona Desai was reappointed as the Whole-time Director of the Company for a period of five years with effect from April 1, 2021 to March 31, 2026 as per Memorandum of terms of re-appointment of Whole-time Director under Section 190 of the Companies Act, 2013 and the Nomination and Remuneration Policy of the Company as displayed on the Company's website www.anupamrasayan.com
Remuneration last drawn	INR 1,31,40,000/- per annum
Remuneration proposed to be drawn	INR 2,16,00,000/- per annum
Date of first appointment on the Board of the Company	September 30, 2003
Number of shares held in the Company	41,40,625 equity shares (4.13%)
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Wife of Mr Anand Desai, Managing Director
Number of meetings of the Board attended during the financial year 2021-22	9 meetings attended out of 10 meetings held during the financial year.
Directorship /Membership/ Chairmanship of Committees of other Board	Public Companies: - NIL Private Companies: - Director in Rehash Industrial and Resins Chemicals Private Limited

Registered Office:

8110, GIDC Sachin, Surat-394230, Gujarat, India. Ph: +91-261-2398991-95, Fax: +91-261-2398996.

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