



ANUPAM RASAYAN INDIA LIMITED

CIN: L24231GJ2003PLC042988

Regd. office: 1101 to 1107, 11th Floor, Icon Rio, Behind Icon Business Centre,
Dumas Road, Piplod, Surat-395007, Gujarat, India Tel: +91 261 2398991-95
Website: www.anupamrasayan.com , Email: investors@anupamrasayan.com

NOTICE OF 37TH EXTRAORDINARY GENERAL MEETING

Notice is hereby given to the members of Anupam Rasayan India Limited (the “**Company**”) that pursuant to the applicable provisions of the Companies Act, 2013 (the “**Act**”) and the rules made thereunder (the “**Rules**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard – 2 on general meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), (including any statutory modification or re-enactment thereof, for the time being in force, circulars issued by Ministry of Corporate Affairs (“**MCA**”) and other applicable laws and regulations, the 37th Extraordinary General Meeting of the members of the Company (“**EGM**”) will be held on Wednesday, December 06, 2023 at 05:00 p.m. IST through video conferencing facility or other audio-visual means (“**VC/OAVM**”) to transact the following businesses. The venue of the EGM shall be deemed to be the registered office of the Company i.e., Office Nos. 1101 to 1107, 11th Floor, Icon Rio, Behind Icon Business Centre, Dumas Road, Piplod, Surat - 395007, Gujarat.

The explanatory statement in terms of Section 102(1) which sets out the details relating to special businesses to be transacted, forms part of this Notice.

The members are requested to consider, and if thought fit, to pass the following resolutions:

1. TO ISSUE AND ALLOT 19,04,540 EQUITY SHARES ON PREFERENTIAL BASIS TO A PROMOTER OF THE COMPANY

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

RESOLVED THAT pursuant to the applicable provisions of Section 23, 42 and 62 of the Companies Act, 2013 (“**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions and/or rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“**ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), all other applicable provisions of the Act, rule(s), regulation(s), guideline(s), circular(s) etc. issued by any other appropriate authority, if any (including any statutory modification or re-enactment thereof, for the time being in force), and enabling provisions of the Memorandum of Association and Articles of Association and subject to any approvals, permissions and sanctions from any statutory/ regulatory authority including Securities and Exchange Board of India (“**SEBI**”), BSE Limited and National Stock Exchange of India Limited (hereinafter collectively referred to as “**Stock Exchanges**”), Ministry of Corporate Affairs (“**MCA**”), as may be necessary, subject to appropriate approvals including that of lenders, if necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them in granting of such approvals, permissions and sanctions and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include any existing Committee of the Board or any other Committee that might be constituted), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of Members of the Company be and is hereby accorded

to authorize the Board to create, offer, issue and allot by way of preferential issue, 19,04,540 (*Nineteen Lakhs Four Thousand Five Hundred and Forty*) equity shares of the Company of face value of ₹ 10/- each (Rupees Ten Only) (“**Equity Shares**”) at a price of ₹ 945.11 (*Rupees Nine Hundred and Forty Five and Paise Eleven* only) per equity share, including a share premium of ₹ 935.11 (*Rupees Nine Hundred and Thirty Five and Paise Eleven* only) per equity share, aggregating to ₹ 1,80,00,00,000 (*Rupees One Hundred and Eighty Crores* only) to Rehash Industrial and Resins Chemicals Private Limited, a promoter of the Company in accordance with the terms of their issuance as set out in the Explanatory Statement of this Notice (“**Preferential Allotment**”).

RESOLVED FURTHER THAT aforesaid issue and allotment of Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the ICDR Regulations including the following:

- a. An amount equivalent to 100% of the total consideration for the Equity Shares will be payable at the time of subscription to the Equity Shares, as prescribed by Regulation 169 of the ICDR Regulations.
- b. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottee.
- c. The Equity Shares shall be locked in as per the provisions of Regulation 167 of SEBI (ICDR) Regulations relating to preferential issue.
- d. The Equity Shares to be allotted shall be in dematerialized form only.
- e. The Equity Shares shall rank pari-passu in all respects including as to dividend with the existing fully paid-up equity shares of face value Rs. 10/- each of the Company.
- f. The Equity Shares will be listed and traded on the stock exchanges, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- g. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of the shareholders’ resolution.

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, for the determination of issue price of the Equity Shares shall be Monday, November 06, 2023 (“**Relevant Date**”) being the date which is 30 days prior to the date of the extra-ordinary general meeting i.e. Wednesday, December 06, 2023.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the Equity Shares and a Private Placement Offer cum Application letter in Form No.PAS-4 be issued to the proposed allottee(s) inviting it to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the Equity Shares be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the members, provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Equity Shares, including but not limited to seeking listing of the Equity Shares on the relevant stock exchanges, making application to the relevant depository for admission of the Equity Shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution including opening of one or more bank accounts

in the name of the Company for this purpose.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

2. TO ISSUE AND ALLOT 39,14,886 CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO NON-PROMOTERS

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

RESOLVED THAT pursuant to the applicable provisions of Section 23, 42 and 62 of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debenture) Rules, 2014 and other applicable provisions and/or rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“**ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), all other applicable provisions of the Act, rule(s), regulation(s), guideline(s), circular(s) etc. issued by any other appropriate authority, if any (including any statutory modification or re-enactment thereof, for the time being in force), and enabling provisions of the Memorandum of Association and Articles of Association and subject to any approvals, permissions and sanctions from any statutory/ regulatory authority including Securities and Exchange Board of India (“**SEBI**”), BSE Limited and National Stock Exchange of India Limited (hereinafter collectively referred to as “**Stock Exchanges**”), Ministry of Corporate Affairs (“**MCA**”), as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them in granting of such approvals, permissions and sanctions and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include any existing Committee of the Board or any other Committee that might be constituted), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of Members of the Company be and is hereby accorded to authorize the Board to offer, issue and allot by way of preferential issue, the convertible warrants to the below proposed allottees, on such terms and conditions as stated below and in the Explanatory Statement annexed hereto and as may be determined by the Board in its absolute discretion :

Sl. No.	Name of the allottees	No. of Warrants	Category of allottees	Price per Warrant (in Rs.)	Other terms
1	Lata Manek Bhanshali	5,29,038	Individual Non-promoter	945.11	Exercise of Warrants into Equity shares shall be within a period of 18 (eighteen) months from the date of allotment;
2	Zeal Global Opportunities Fund	16,92,924	Category 1-Foreign Portfolio Investor Non-promoter	945.11	
3	Zinnia Global Fund PCC - Cell Dewcap	16,92,924	Category 1-Foreign Portfolio Investor Non-promoter	945.11	
	TOTAL	39,14,886			

RESOLVED FURTHER THAT aforesaid issue and allotment of Convertible Warrants/ Resulting Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations, including the following:

- a. An amount equivalent to 25% (twenty-five percent) of the total consideration for the Convertible Warrants/ Resulting Equity Shares will be payable at the time of subscription to the Convertible Warrants, as prescribed by Regulation 169 of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.
- b. Convertible Warrant exercise price equivalent to the 75% of the issue price shall be payable by the Convertible Warrant holder(s) at the time of exercising the Convertible Warrant.
- c. The consideration for allotment of Convertible Warrants/ Resulting Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottee.
- d. The Convertible Warrants/ Resulting Equity Shares shall be locked in as per the provisions of Regulation 167 of SEBI (ICDR) Regulations relating to preferential issue
- e. The Convertible Warrants/ Resulting Equity Shares to be allotted shall be in dematerialized form only.
- f. The Resulting Equity Shares shall rank pari-passu in all respects including as to dividend with the existing fully paid-up equity shares of face value Rs. 10/- each of the Company.
- g. Convertible Warrants will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- h. The Convertible Warrants shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of the shareholders' resolution.
- i. Warrant holders may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, in one or more tranches. In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.
- j. Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- k. The Convertible Warrants by itself do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company.

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, for the determination of issue price of the Warrants is taken to be Monday, November 06, 2023 (“**Relevant Date**”) being the date which is 30 days prior to the date of the extra-ordinary general meeting i.e. Wednesday, December 06, 2023.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the Warrants and a Private Placement Offer cum Application letter in Form No.PAS-4 be issued to the proposed allottee(s) inviting it to subscribe to Warrants.

RESOLVED FURTHER THAT the Warrants (including the Equity Shares to be allotted upon conversion of the Warrants) be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the members, provided that where the allotment of the Warrants (including the Equity Shares to be allotted upon conversion of the Warrants) shall be subject to receipt of any approval from any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Equity Shares, including but not limited to seeking listing of the Equity Shares on the relevant stock exchange, making application to the relevant depository for admission of the Equity Shares as appropriate, and to resolve

and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution including opening of one or more bank accounts in the name of the Company for this purpose.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

3. APPOINTMENT OF DR. ANUJ HEMANTBHAI THAKAR (DIN: 10207732) AS A DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 (the “Act”) and other applicable provisions of the Act, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”) and any other applicable provisions of SEBI Regulations, if any, as amended from time to time, in accordance with the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors, Dr. Anuj Hemantbhai Thakar (DIN: 10207732), who was appointed as an Additional Director of the Company with effect from November 7, 2023 to hold office upto the date of the next general meeting of the members of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company, the Chief Executive Officer, the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be found necessary to give effect to this resolution.”

4. APPOINTMENT OF DR. ANUJ HEMANTBHAI THAKAR (DIN: 10207732) AS A WHOLE-TIME (EXECUTIVE) DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 (the “Act”) and other applicable provisions of the Act read with the rules framed thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and any other applicable provisions of the Listing Regulations, if any, each as amended, and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for appointment of Dr. Anuj Hemantbhai Thakar (DIN: 10207732), as a Whole-time (Executive) Director of the Company with effect from November 7, 2023, on an annual remuneration of INR 1,35,00,000/- (Indian Rupees One Crore Thirty Five Lakhs only) and on the terms & conditions, as set out in the Explanatory Statement annexed to this Notice, and who shall be liable to retire by rotation.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where in the event of loss or inadequacy of profits in any financial year, Dr Anuj Hemantbhai Thakar be paid the above remuneration

which shall not exceed the limits specified in the Act including Schedule V, as modified from time to time.

RESOLVED FURTHER THAT any Director of the Company, the Chief Executive Officer, the Chief Financial Officer or the Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Sd/-
Ashish Gupta
Company Secretary & Compliance Officer
Membership No. A46274

Place : Surat
Date : 07.11.2023

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (as amended from time to time) (the “Act”) for the resolution mentioned above forms part of this notice. Further, the relevant details with respect to Item No. 3 and 4, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and Secretarial Standard-2 on ‘General Meetings’ issued by the Institute of Company Secretaries of India, in respect of director seeking appointment/re-appointment at this Extra-Ordinary General Meeting (“EGM”) are also annexed.
2. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time (collectively referred to as “MCA Circulars”) has permitted convening the EGM through Video Conference (VC)/Other Audio-Visual Means (OAVM), without physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
3. In accordance with the aforesaid MCA Circulars and Circular no. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

If the Member’s email address is not registered/updated with the Company/Depositories, the Members are requested to register/update their e-mail address with their Depository Participants with whom they maintain their de-mat account.

The Members may note that this notice will also be available on the Company’s website www.anupamrasayan.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and on the website of NDSL : <https://www.evoting.nssl.com/> .

4. Pursuant to the MCA Circulars, physical attendance of the Members is not required at the EGM, and therefore Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the proxy form, attendance slip and the route map are not annexed to this Notice.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE EGM

6. In accordance with the MCA Circulars, provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (each as amended), Regulation 44 of the Listing Regulations and SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. The EGM of the Company will be held through VC/OAVM mode. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the EGM on the date of the EGM and the facility for participation in the EGM through VC facility will be provided by NSDL. The procedure for participating in the meeting through VC is explained in below notes related to “**Instructions for the Members for attending the EGM through VC facility**”.
7. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Wednesday, November 28, 2023 (“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 on the Resolutions set forth in this Notice. A person who is not a Member as on the Cut-off date should treat this notice for information purposes only. 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.

8. In case of joint holders, a Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the EGM.
9. Voting Options – In view of the meeting being held by audio visual means, the Members shall have two options of voting, both electronically as follows:
 - A. Remote e-voting
 - B. Electronic e-voting during the EGM

A. Remote e-voting

- The Company has approached NSDL for providing remote e-voting services through their e-voting platform. In this regard, your demat account/folio number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company in the Notice.
- The remote e-voting period commences on (Sunday), December 03, 2023 (9:00 a.m. IST) and ends on (Tuesday), December 05, 2023 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
- However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **022 - 4886 7000 and 022 - 2499 7000**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. November 28, 2023 may follow steps mentioned in the Notice of the EGM under “Access to NSDL e-Voting system”.

The process and manner for remote e-voting are as under:

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





Step 1: Access to NSDL e-Voting system

A) 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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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

	<p>or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

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

Instructions for the Members for e-voting on the day of the EGM are as under:

1. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
3. Only those Members/ Shareholders, who will be present in the EGM through VC facility and have not cast their vote on the Resolutions set forth in this Notice through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for remote e-voting.

Instructions for the Members for attending the EGM through VC facility are as under:

1. Facility of joining the EGM through VC facility shall open 15 minutes before the time scheduled for the EGM by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Members holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors of the Company etc. who are allowed to attend the EGM without restriction on account of first come first served basis. Alternatively, Members can also view the proceedings of the EGM through live webcast facility available at <https://www.evoting.nsdl.com>.
2. Members will be provided with a facility to attend the EGM through VC facility through the NSDL platform. The Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are

requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC facility will be available in shareholder/Members login where the EVEN of Company will be displayed. Please note that the shareholder who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Shareholders can also use the OTP based login for logging into the e-Voting system of NSDL.

3. Members are encouraged to join the Meeting through Laptop/ Desktop for better experience.
4. Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

General Guidelines for Members:

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mdbaid@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, the Members may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com. Shareholders/Members, who need assistance before or during the EGM, can contact NSDL official Ms. Prajakta Pawle on toll-free no.: 022- 4886 7000 and 022-2499 7000 or send a request at evoting@nsdl.co.in
4. Institutional Members are encouraged to attend and vote at the EGM through VC/OAVM. In case any Institutional Members, facing issues for participating in EGM can write to investors@anupamrasayan.com.
5. SEBI has mandated the submission of the Permanent Account Number (PAN), proof of identity, address and bank details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the said documents to their DPs. Members holding shares in physical form shall submit the documents to KFin Technologies Limited. Members are requested to intimate any changes pertaining to their name, postal address, email address, phone number, PAN, mandates, nominations, power of attorney, etc. to their DPs, where shares are held by them in electronic mode and to the Registrar and Transfer Agent - KFin Technologies Limited ("RTA"), where the shares are held in physical form.
6. Members are requested to send all communications relating to shares held by them of the Company, to the Company's RTA - KFin Technologies Limited, Unit: Anupam Rasayan India Limited, Selenium, Tower - B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, email Id: einward.ris@kfintech.com. Members holding shares in electronic mode should address all their correspondence to their respective DPs.
7. Members seeking any information with regard to any matter to be placed at the EGM may write to the Company at investors@anupamrasayan.com at-least 7 days prior to the date of the EGM.
8. Members in respect of the shares held by them and have not registered their nomination may register the same by submitting the requisite details to their DP, in case the shares are held by them in electronic form and to the RTA of the Company, in case the shares are held in physical form.
9. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/, PAN, mobile number at investors@anupamrasayan.com during the period November 30, 2023 (9:00 a.m. IST) to December 02, 2023

(5:00 p.m. IST). Those Members who have registered themselves shall be given an opportunity of speaking live in the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM and to avoid repetition of questions.

10. The Board of Directors of the Company (“*Board*”) has appointed M.D. Baid & Associates, Practicing Company Secretaries, Surat, as scrutinizer (“*Scrutinizer*”) to scrutinize the remote e-voting and e-voting at EGM process in a fair and transparent manner.
11. Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast during the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, of the resolutions put to vote to the Chairman or a person authorized by him in writing, who shall countersign the same. The result will be announced within the time stipulated under the applicable laws.
12. The results of e-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 e-voting results along with the Scrutinizer’s Report to BSE Limited and the National Stock Exchange of India Limited where the shares of the Company are listed.
13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, December 06, 2023.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the special businesses mentioned in this Notice:

Item Nos. 1 and 2:

In order to ensure the repayment of outstanding loans, the Board of Directors of the Company at its meeting held on November 07, 2023 approved raising of up to ₹ 550 Crore (Rupees *Five Hundred and Fifty Crore* only by way of preferential issue of 19,04,540 (*Nineteen Lakhs Four Thousand Five Hundred and Forty*) equity shares of the Company of face value of ₹ 10 /- each (Rupees Ten Only) (“**Equity Share**”) to Rehash Industrial And Resins Chemicals Private Limited, a promoter of the Company (“**Allottee 1**”), and 39,14,886 (*Thirty Nine Lakhs Fourteen Thousand Eight Hundred and Eighty Six*) warrants to certain persons belonging to the non-promoter category of the Company namely, Lata Manek Bhanshali (“**Allottee 2**”), Zeal Global Opportunities Fund, a foreign portfolio investor (“**Allottee 3**”), and Zinnia Global Fund PCC - Cell Dewcap, a foreign portfolio investor (“**Allottee 4**”), (“**Preferential Allotment**”).

The Preferential Allotment is in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“**ICDR Regulations**”).

The Allottees have consented to the proposed Preferential Allotment and confirmed its eligibility in terms of Regulation 159 of ICDR Regulations.

In terms of the provisions of the Act and ICDR Regulations, the relevant disclosures in relation to the Special Resolutions set out in the accompanying Notice are as follows:

Sr. No	Particulars	
1.	Objects of the issue	The Company intends to utilize the proceeds raised through the Preferential Issue towards repayment of outstanding loans and General Corporate Purpose more particularly described in Annexure I , forming part of this Notice.
2.	Maximum number of securities to be issued	(i) Equity Shares: 19,04,540 (<i>Nineteen Lakhs Four Thousand Five Hundred and Forty</i>) equity shares of the Company of face value of ₹ 10/- each (Rupees Ten only); and (ii) Warrants: 39,14,886 (<i>Thirty-Nine Lakhs Fourteen Thousand Eight Hundred and Eighty-Six</i>) warrants convertible into 1 (One) Equity Share of face value of ₹ 10 /- each (Rupees Ten Only) per warrant.
3.	Relevant date	The Relevant Date, as per the SEBI ICDR Regulations, for the determination of issue price of the Securities is taken to be Monday, November 06, 2023 being the date which is 30 days prior to the date of the extra-ordinary general meeting i.e. Wednesday, December 06, 2023.
4.	Price of the preferential issue	Rs. 945.11 (Rupees Nine Hundred and Forty Five and Paise Eleven only)
5.	Basis/ Justification of pricing	Rs. 945.11 per Equity Share and Convertible Warrant. The above price has been arrived based on the pricing methodology

		<p>mentioned in Regulation 164 of SEBI (ICDR) Regulations, 2018.</p> <p>In terms of Regulation 164 of SEBI (ICDR) Regulations, 2018, the price of the Equity Shares and Convertible Warrants to be allotted pursuant to the preferential issue shall be not less than higher of the following:</p> <p>a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or</p> <p>b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date;</p> <p>The table below represents the same with the relevant date as November 06, 2023:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Price (Rs.)</th> </tr> </thead> <tbody> <tr> <td>90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date</td> <td>945.11</td> </tr> <tr> <td>10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date</td> <td>876.84</td> </tr> <tr> <td>Price as per Regulation 164(1) of ICDR (Higher of the Two)</td> <td>945.11</td> </tr> </tbody> </table>	Particulars	Price (Rs.)	90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date	945.11	10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date	876.84	Price as per Regulation 164(1) of ICDR (Higher of the Two)	945.11
Particulars	Price (Rs.)									
90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date	945.11									
10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date	876.84									
Price as per Regulation 164(1) of ICDR (Higher of the Two)	945.11									
6.	Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer	<p>Equity shares: The proposed allottee Rehash Industrial and Resins Chemicals Private Limited is a Promoter.</p> <p>Warrants will be allotted to Non-Promoters.</p> <p>None of the other promoters, directors, key managerial personnel or senior management of the Company, intend to subscribe to the issue.</p>								
7.	Shareholding pattern of the issuer before and after the preferential issue	The shareholding pattern of the Company before and after the Preferential Allotment is enclosed as Annexure II , forming part of this Notice.								
8.	Time frame within which the preferential issue/allotment shall be completed	The allotment of Equity Shares and warrants shall be completed within a period of fifteen (15) days from the date of passing of the resolution by members of the Company, provided that where the allotment is subject to receipt of any approval from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.								

9.	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s)	Identity of Investor	Investor is: *QIB/ Non QIB	Category of Investor	Pre-issue number of equity shares held and % of holding	Number of Securities proposed to be allotted	Post Issue % Holding*	Names of the natural persons who are the Ultimate Beneficial Owners
		Rehash Industrial and Resins Chemicals Private Limited	Non-QIB	Promoter	53,12,500 (4.94%)	19,04,540	6.36	Mr. Anand Desai
		Lata Manek Bhanshali	QIB	Individual Non-promoter	Nil	5,29,038	0.47	Not Applicable
		Zeal Global Opportunities Fund	QIB	Category 1- Foreign Portfolio Investor Non-promoter	Nil	16,92,924	1.49	Ms. Low Ren Feng
		Zinnia Global Fund PCC - Cell Dewcap	Non-QIB	Category 1- Foreign Portfolio Investor Non-promoter	Nil	16,92,924	1.49	Ms. Low Ren Feng
*Assuming all the warrants are exercised.								
10.	Change in control, if any, in the issuer consequent to the preferential issue	There will be no change of control in the Company consequent to the Preferential Allotment.						
11.	Undertaking as to re-computation of price	Since the equity shares of the Company has been listed on the recognized Stock Exchange(s) for a period of more than ninety trading days prior to the relevant date, the Company is not required to re-compute the price of equity shares and therefore the Company is not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the ICDR Regulations.						
12.	Disclosures specified in Schedule VI, if the issuer or any of its	Neither the Company, nor its directors or promoters have been declared as willful defaulter or a fraudulent borrower under the ICDR Regulations.						

	promoters or directors is a wilful defaulter or a fraudulent borrower	
13.	The current and proposed status of the allottee post the preferential issue, namely promoter or non-promoter	<p>Proposed Allottee of Equity shares: Rehash Industrial and Resins Chemicals Private Limited is a promoter of the Company and will continue as promoter.</p> <p>Proposed allottees of Warrants are non-promoters and will continue to be non-promoter.</p>
	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NIL
14.	Certificate of practicing company secretary	A copy of the certificate from a Practicing Company Secretary, M.D. Baid & Associates (Membership No. ACS 3598) certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations shall be available for inspection. The certificate will also be available on the website of the Company at [www.anupamrasayan.com].
15.	Monitoring Agency	In terms of Regulation 162A of the ICDR Regulations, the Company has appointed CRISIL Ratings Ltd., a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the preferential issue.
16.	Other terms and conditions of the Preferential Allotment	<p>(i) The Equity Shares and warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment is subject to receipt of any approval from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals;</p> <p>(ii) The Equity Shares allotted under the Preferential Allotment shall rank pari passu with the existing fully paid up Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof;</p> <p>(iii) Equity Shares to be allotted upon conversion of warrants, once allotted,</p>

		<p>shall rank pari passu with the then existing Equity Shares of the Company, including voting rights and dividend;</p> <p>(iv) Warrants shall be convertible into Equity Shares within a period of 18 (eighteen) months from the date of allotment;</p> <p>(v) The Warrant holders shall have the right to convert the warrants into Equity Shares by delivering a notice of conversion to the Company. Prior to the conversion date, Warrant holders shall pay the respective warrant exercise amount;</p> <p>(vi) If the balance amount is not paid on exercise, the amount already paid by the Warrant holders shall be forfeited.</p> <p>(vii) Warrants shall not carry any voting rights until they are converted into Equity Shares;</p> <p>(viii) Equity Shares, warrants and the Equity Shares issued upon conversion of warrants shall be locked in, in accordance with the Regulation 167 of the ICDR Regulations;</p> <p>(ix) The Equity Shares allotted under the Preferential Allotment cannot be transferred by the Allottee except in accordance with Regulation 168 of the ICDR Regulations;</p> <p>(x) Warrants allotted under the Preferential Allotment cannot be transferred by the Warrant holders. The warrant subscription amount shall be forfeited if the Warrants are transferred; and</p> <p>(xi) Warrants to be issued and the Equity Shares to be issued and allotted upon conversion of warrants shall be listed on the stock exchanges on which the existing Equity Shares are listed, subject to obtaining the necessary approvals and consents.</p>
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Item Nos. 3 and 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company (“Board”), at its meeting held on November 07, 2023, appointed Dr Anuj Hemantbhai Thakar (DIN: 10207732) as an Additional Director of the Company with effect from November 7, 2023, to hold office upto the date of the next general meeting of the members of the Company.

Dr. Anuj Hemantbhai Thakar has been associated with the Company since 2005 and is involved in the operations of the Company. Considering his rich experience in the Chemical industry and his contribution to the Company over these years, the Board, based on the recommendation of the Nomination & Remuneration Committee had also approved his appointment as a Wholetime (Executive Director of the Company with effect from November 7, 2023 on the terms and conditions set out below and now seeks approval of the members of the Company through an Ordinary resolution.

The terms and conditions of appointment of Dr. Anuj Hemantbhai Thakar as a Whole-time (Executive) Director of the Company, including his remuneration are as follows:

1. Period of appointment: 5 years (From November 07, 2023 to November 06, 2028).
2. Salary including allowances: Rs. 1,35,00,000/- (Rupees One Crore Thirty Five Lakhs Only) per annum.
3. Reimbursement of expenses: The expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.
4. Increase in salary shall be made by the Board on the recommendation of the Nomination and Remuneration Committee which shall be subject to the approval of the members, from time to time.

5. Dr. Anuj Hemantbhai Thakar will be entitled to exercise Options granted to him in accordance with the “Anupam – Employees Stock Option Plan 2020” of the Company, or any other scheme as may be formulated by the Company, from time to time and pursuant to applicable regulations/ statutes.
6. The aforesaid remuneration shall be within the overall limits specified under the Companies Act, 2013 for payment of remuneration to the Managing Director and the Whole-time Directors of the Company

As per the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment and remuneration of Dr Anuj Hemantbhai Thakar is subject to approval of members of the Company. The Board recommends passing both the resolutions set out in item nos.3 and 4 of the Notice convening the Extraordinary General Meeting dated November 7, 2023.

Except Dr. Anuj Hemantbhai Thakar, none of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions

Disclosures as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice as Annexure-III.

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

Sd/-
Ashish Gupta
Company Secretary & Compliance Officer
Membership No. A46274

Place : Surat
Date : 07.11.2023

Annexure I

Objects of Issue: Our Company proposes to utilize the Issue Proceeds as follows:

S. No.	Particular	Amount in Rs. Crores
A	Part or full Repayment of Loans	429.69
B	General Corporate Purposes*	120.31
	Total	550.00

*Total General Corporate Purpose will not exceed 25% of total Issue Proceeds

Details of Objects of Issue:

1. Part or full Repayment of Loans

We intend to utilize Rs. 429.69 crores for part or full repayment of loans. Our Company has entered into various borrowing arrangements for borrowings in the form of, working capital term facilities and term loans, among others. The details of our Borrowings as on November 06, 2023 is as follows:

Sr No.	Name of the Lender	Initial Date of Sanction	Nature of Loan	Sanctioned Amount (in ₹ crores)	Total Outstanding Amount as on November 6 th 2023 (in ₹ crores)	Interest as on November 6 th 2023 (in ₹ million)	Repayment Schedule	Purpose for which the loan was sanctioned
1	Standard Chartered Capital Limited	5 th January 2022	Term Loan	125.00	93.75	9.85%	Semi Annual	Acquisition Financing
2	Axis Finance Limited	18 th August 2021	Term Loan	125.00	100.00	9.75%	Quarterly	General Corporate Purpose
3	Bajaj Finance Limited	27 th January 2022	Term Loan	75.00	60.94	9.20%	Quarterly	General Corporate Purpose
4	Axis Bank Limited	14 th September 2023	Term Loan	147.50	100.00	9.50%	Quarterly	Capital Expenditure
5	JP Morgan Chase bank N.A.	19 th June 2023	Term Loan	75.00	75.00	9.10%	Quarterly	Capital Expenditure
Total					429.69			

We believe that the part/full repayment of a portion of certain outstanding borrowings availed by us will help reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion.

2. General Corporate Purposes

We propose to deploy an amount aggregating to ₹ 120.31 towards general corporate purposes. The general corporate purposes for which we propose to utilise the Issue Proceeds include meeting day to day expenses, long term or short term

working capital requirements, advertisement and promotional activities for our brands, investment in our subsidiaries, other activities in the ordinary course of business, as may be decided by the Company.

Detailed Break-Up of Fund utilization:

S.no.	Particulars	Amount in Rs. Crores
I	1st Tranche	
	Repayment of Loans	254.69
	General Corporate Purpose	17.81
	Total (A)	272.50
II	2nd Tranche#	
	Repayment of Loans	175.00
	General Corporate Purpose	102.50
	Total (B)	277.50
	Total (A+B)	550.00

#Assuming balance 75% of application money from Warrants is received in 18th Month from the date of allotment of warrants

Ist Tranche for utilisation of funds:

Particulars	Amount (In Rs Crores)
A. Part / Full Repayment of Loans	
SC Capital Limited	93.75
Axis Finance Limited	100.00
Bajaj Finance Limited	60.94
B. General Corporate Purpose	17.81
Total	272.50

IInd Tranche for utilisation of funds:

Particulars	Amount (In Rs Crores)
A. Part / Full Repayment of Loans	
JP Morgan Limited	75.00
Axis Bank Limited	100.00
B. General Corporate Purpose	102.50
Total (A+B)	277.50

Schedule of Deployment of Funds

(Rs. In Crores)

Sr No.	Objects of the Issue	Utilization in FY24 Ist Tranche	Utilization in FY26# IInd Tranche	Total
1	Repayment of Loans	254.69	175.00	429.69
2	General Corporate Purpose	17.81	102.50	120.31
	Total	272.50	277.50	550.00

#Assuming balance 75% of application money from Warrants is received in 18th Month from the date of allotment of warrants

Annexure II

Shareholding pattern of the Company before and after the Preferential Allotment:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of shares held	% shareholding	No. of shares held*	% shareholding
A.	Promoters' holding:				
1	Indian:				
	Individual	2,38,29,080	22.14%	2,38,29,080	21.01%
	Bodies Corporate	53,12,500	4.94%	72,17,040	6.36%
	Sub Total	2,91,41,580	27.08%	3,10,46,120	27.37%
2	Foreign Promoters	3,62,06,896	33.65%	3,62,06,896	31.92%
	Sub Total (A)	6,53,48,476	60.73%	6,72,53,016	59.29%
B	Non- Promoters' holding:				
1	Institutional Investors	1,28,14,780	11.91%	1,62,00,628	14.28%
2	Non-Institution:				
	Private Corporate Bodies	22,27,817	2.07%	22,27,817	1.96%
	Directors and Relatives	1,95,69,000	18.18%	1,95,69,000	17.25%
	Indian Public	73,30,056	6.81%	78,59,094	6.93%
	Others (Including NRIs)	3,20,559	0.30%	3,20,559	0.28%
	Sub Total (B)	4,22,62,212	39.27%	4,61,77,098	40.71%
	Grand Total	10,76,10,688	100.00%	11,34,30,114	100.00%

*Assuming all the Warrants are exercised.

Annexure III – Information about Director

Name of Director	Dr. Anuj Hemantbhai Thakar
Designation/Category of Director	Whole-time Director (Executive Director)
Director Identification Number (DIN)	10207732
Date of Birth and Age	March 31, 1979 (44 years)
Date of Appointment	November 07, 2023
Brief Profile, Qualifications and Experience	<p>Dr. Anuj Hemantbhai Thakar holds a doctor of philosophy degree in organic chemistry from Veer Narmad South Gujarat University (VNSGU), Surat and also did his Masters in organic chemistry from VNSGU.</p> <p>Dr. Thakar is the Research & Development (Process Development) Head and Unit II Head and a designated Key Managerial Personnel of the Company. He has extensive experience of more than 18 years in the chemical industry and is associated with the Company since 2005. He is strong communicator and having good management skills developed through working with people of different culture and age groups.</p> <p>He is also a Director of ARIL Fluorospeciality Private Limited, a wholly-owned subsidiary company of Anupam Rasayan India Limited.</p>
Expertise in specific functional areas	leadership; strategic planning; industry experience-pharmaceutical & health care; research & development;
Terms and Conditions of appointment	Detailed in Explanatory Statement – Item Nos. 3 and 4
Details of Remuneration sought to be paid	Detailed in Explanatory Statement – Item Nos. 3 and 4
Directorship held in other companies including equity listed companies and excluding Foreign Companies	ARIL Fluorospeciality Private Limited (a wholly-owned subsidiary of the Company)
Name of listed entities from which he has resigned as Director in past 3 years	Nil
Memberships/Chairmanships of committees of the Board of other companies excluding Foreign Companies	Nil
Number of Equity Shares held in the Company	5688 Equity Shares
Relationship with other directors, manager and key managerial personnel of the Company	Dr. Anuj Hemantbhai Thakar is not related to any of the Directors and Key Managerial Personnel of the Company.