



ANUH PHARMA LTD.

CIN: L24230MH1960PLC011586

(Incorporated under the Companies Act, 1956)

Registered Office: 3-A, Shivsagar Estate, North Wing, Dr. Annie Besant Road, Worli, MUMBAI – 400 018. INDIA

Phone : +91 22 66227575 | **Fax :** +91 22 66227600 | **Email :** anuh@sk1932.com | **Web :** www.anuhpharma.com

POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)

To,
The Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and other applicable provisions of the Act (including any statutory modification or re-enactment thereof for the time being in force) that the Company proposes to seek approval of the members for passing of the proposed resolutions appended below through postal ballot including voting by electronic means (e-voting):

- 1) To appoint Dr. (Ms.) Mita C. Dixit, (DIN: 08198165) as an Independent Woman Director of the Company;
- 2) To re-appoint Mr. Bipin N. Shah, (DIN: 00083244) as a Managing Director of the Company and fix his remuneration;
- 3) To re-appoint Mr. Jasvantlal G. Shah, (DIN: 00372600) as an Independent Director of the Company;
- 4) To re-appoint Mr. Arun L. Todarwal, (DIN: 00020916) as an Independent Director of the Company; and
- 5) To approve continuation of Directorship of Mr. Lalitkumar P. Shah, (DIN: 00396345) Director of the Company.

The explanatory statement pursuant to Section 102 of the Act setting out the material facts for the proposed resolutions along with a Postal Ballot Form and postage pre-paid envelope are annexed.

The Board of Directors of the Company has appointed Mrs. Aditi Sanjit Bagul, Partner of Ragini Chokshi & Co. Practicing Company Secretary as a Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Notice and Postal Ballot Form sent herewith and return the Form duly completed and signed in the attached self-addressed, postage prepaid envelope so as to reach the Scrutinizer **on or before the close of working hours i.e. by 5.00 p.m. on Wednesday, April 10, 2019**. Please note that any postal ballot form(s) received after the said date and time will be treated as not having been received.

In compliance with the relevant provisions of the Act and the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to offer e-voting facility as an alternate to its members to enable them to cast their votes electronically (e-voting) instead of dispatching Postal Ballot Form. Members desire to exercise their vote by using e-voting facility are requested to carefully read the notes/instructions for e-voting given in the Notice.

The Scrutinizer will submit his report to the Managing Director of the Company or any other duly authorised person of the Company, after the completion of the scrutiny of the postal ballots (physical and e-voting). **The results of the Postal Ballot shall be announced on or before Friday, April 12, 2019 at the registered office of the Company** and shall also be displayed on the Company's website and on the website of CDSL, besides communicating to the stock exchanges, where the Company's equity shares are listed.

NOTE: THE SHAREHOLDERS SHALL NOTE THAT OUR BELOVED INDEPENDENT DIRECTOR, SHRI. DILIP G. SHAH, PASSED AWAY ON FRIDAY, FEBRUARY 22, 2019. SHRI. DILIP G. SHAH PROVIDED INVALUABLE ADVICE AND GUIDANCE TO THE COMPANY. HIS PRESENCE WOULD BE MISSED BY THE MANAGEMENT AND BOARD OF ANUH PHARMA LTD.

HENCE, ITEM RELATED TO THE HIS RE-APPOINTMENT AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM, SHALL NOT BE CONSIDERED IN THIS POSTAL BALLOT NOTICE & FORM.

SPECIAL RESOLUTIONS:

1. To appoint Dr. (Ms.) Mita C. Dixit, (DIN: 08198165) as an Independent Woman Director of the Company

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) Dr. (Ms.) Mita C. Dixit (DIN: 08198165), who was appointed as an Additional Director of the Company by the Board of Directors pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice, in writing, from a member under Section 160 of the Act, proposing her candidature for the office of Independent Woman Director, be and is hereby appointed as an Independent Director of the Company for 5 (Five) consecutive years to hold office w.e.f. April 01, 2019 upto March 31, 2024 subject to the requisite approval of the Shareholders and not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Bipin N. Shah, Managing Director, (DIN: 00083244), Mr. Bharat N. Shah (DIN: 00083354), Mr. Lalitkumar P. Shah, (DIN: 00396345) Directors or the Company Secretary of the Company be and is hereby severally authorized to take all such necessary steps and actions and authorized to do all the necessary formalities and to sign and submit the necessary papers and forms with required authorities including E-Form with Registrar of Companies to give effect to this resolution.”

2. To re-appoint Mr. Bipin N. Shah, (DIN: 00083244) as a Managing Director of the Company and fix his remuneration

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), applicable clauses of the Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee and as agreed by the Board of Directors, approval of the Members be and is hereby accorded for re-appointment of **Mr. Bipin N. Shah (DIN: 00083244), Managing Director** for a 5 (Five) consecutive years w.e.f. April 01, 2019 upto March 31, 2024 and revision in his remuneration w.e.f. April 01, 2019, on the terms and conditions including remuneration as mentioned below:

- i) Salary ₹ 3,00,000/- per month with such increments as may be decided by the Board subject to a ceiling of ₹ 5,00,000/- per month.
- ii) Commission on net profit before tax - at such rate as may be decided by the Board of Directors from time to time subject to a minimum of one percent (1 %).

Part A

1. Medical Reimbursement - Expenses incurred for self and family, including dependent parents subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
2. Leave Travel Concession - For Self and family once a year incurred in accordance with the rules of the Company.
3. Personal Accident Insurance - Premium not exceeding ₹ 15,000/- p.a.
4. Entertainment Expenses - Reimbursement of entertainment expenses actually incurred in the course of business of the Company.

Part B

- (a) Provident Fund:

Company's contribution subject to a ceiling as laid down by the Government from time to time.

- (b) Gratuity :

Gratuity payable shall not exceed half a month's salary for each completed year of service and which shall be subject to the maximum amount as may be permitted under the company's rules in relation to Gratuity prevailing from time to time.

Part C

The Company shall provide a car with a driver and a telephone at his residence.

The Managing Director shall be entitled to earned privilege leave on full pay and allowances as per rules of the company but not more than one month's leave for every eleven months of service.

The accumulated leaves can be encashed at the end of the service.

FURTHER RESOLVED THAT pursuant to Section 196(3) read with Schedule V and all other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded for continuation of holding of office of a Managing Director by Mr. Bipin N. Shah (DIN: 00083244) upon attaining the age of 70 (Seventy) years on March 07, 2019, upto the expiry of his term of office, i.e. March 31, 2024, on the terms and conditions as mentioned here above.

RESOLVED FURTHER THAT Mr. Bharat N. Shah (DIN: 00083354) or Mr. Lalitkumar P. Shah, (DIN: 00396345) Directors or the Company Secretary of the Company be and is hereby severally authorized to take all such necessary steps and actions and authorized to do all the necessary formalities and to sign and submit the necessary papers and forms with required authorities including E-Form with Registrar of Companies to give effect to this resolution.”

3. To re-appoint Mr. Jasvantlal G. Shah, (DIN: 00372600) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Jasvantlal G. Shah (DIN: 00372600), in respect of whom the Company has received a notice, in writing, from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company for 5 (Five) consecutive years to hold office w.e.f. April 01, 2019 upto March 31, 2024 subject to the requisite approval of the Shareholders and not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and hereby accorded to Mr. Jasvantlal G. Shah (DIN: 00372600), Non-Executive and Independent Director of the Company, who has already attained the age of 85 years to continue as an Independent Director of the Company on and after April 01, 2019 till the expiry of his term i.e. upto March 31, 2024.

RESOLVED FURTHER THAT Mr. Bipin N. Shah, Managing Director, (DIN: 00083244), Mr. Bharat N. Shah (DIN: 00083354), Mr. Lalitkumar P. Shah, (DIN: 00396345) Directors or the Company Secretary of the Company be and is hereby severally authorized to take all such necessary steps and actions and authorized to do all the necessary formalities and to sign and submit the necessary papers and forms with required authorities including E-Form with Registrar of Companies to give effect to this resolution.”

4. To re-appoint Mr. Arun L. Tadarwal, (DIN: 00020916) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Arun L. Tadarwal (DIN: 00020916), in respect of whom the Company has received a notice, in writing, from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company for 5 (Five) consecutive years to hold office w.e.f. April 01, 2019 upto March 31, 2024 subject to the requisite approval of the Shareholders and not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Bipin N. Shah, Managing Director, (DIN: 00083244), Mr. Bharat N. Shah (DIN: 00083354), Mr. Lalitkumar P. Shah, (DIN: 00396345) Directors or the Company Secretary of the Company be and is hereby severally authorized to take all such necessary steps and actions and authorized to do all the necessary formalities and to sign and submit the necessary papers and forms with required authorities including E-Form with Registrar of Companies to give effect to this resolution.”

5. To approve continuation of Directorship of Mr. Lalitkumar P. Shah, (DIN: 00396345) Director of the Company

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

“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members be and hereby accorded to Mr. Lalitkumar P. Shah (DIN: 00396345), Non-Executive Director of the Company, who has already attained the age of 82 years to continue as a Director of the Company on and after April 01, 2019, whose office is liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Bipin N. Shah, Managing Director, (DIN: 00083244), Mr. Bharat N. Shah (DIN: 00083354), Director or the Company Secretary of the Company be and is hereby severally authorized to take all such necessary steps and actions and authorized to do all the necessary formalities and to sign and submit the necessary papers and forms with required authorities including E-Form with Registrar of Companies to give effect to this resolution.”

**By Order of the Board
For Anuh Pharma Ltd.**

Place: Mumbai
Date: February 08, 2019

**Ashwini Ambrale
Company Secretary & Compliance Officer
(Membership No.: A32456)**

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act, setting out material facts in respect of item nos. 1 to 6 of the Notice and the relevant information pursuant to Regulation 36(3) of the Listing Regulations are annexed hereto.
2. The postal ballot notice is being sent to all the members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, February 15, 2019**. The postal ballot notice is being sent by electronic mode to those Members whose e-mail addresses are registered with their respective Depository Participants (in case of shares held in demat form) or with the Company (in case of shares held in physical form). For Members whose e-mail addresses are not registered, physical copies of the postal ballot notice are being sent by the permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. **Friday, February 15, 2019**. A person, whose name is recorded in the Register of Members/Lists of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to exercise voting rights in the postal ballot. A person who is not a Member as on the cut-off date should treat this notice for information purposes only. The postal ballot period commences **on Tuesday, March 12, 2019 (9.00 A.M. IST) and ends on Wednesday, April 10, 2019 (5.00 P.M. IST)**.
4. A Member can opt for only one mode of voting i.e. either through a-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through a-voting shall prevail and voting done through Postal Ballot Form shall be treated as invalid.
5. There shall be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders. The Postal Ballot shall not be exercised by a Proxy.
6. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer before **April 10, 2019**.
7. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days (except Saturday & Sunday) between 11.00 A.M. and 1.00 P.M. up to April 10, 2019.

8. Pursuant to the of Section 108 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarifications, exemptions or reenactments thereof for the time being in force), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS – 2), the Company is pleased to offer e-voting facility to the Members to enable them to cast their votes electronically instead of dispatching the physical postal ballot form by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The instructions for Members for voting electronically are as under:-

- (I) The voting period begins on **Tuesday, March 12, 2019 from 09.00 AM and will end on Wednesday, April 10, 2019 till 05.00 PM.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, February 15, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

**By Order of the Board
For Anuh Pharma Ltd.**

**Ashwini Ambrale
Company Secretary & Compliance Officer
(Membership No.: A32456)**

Place: Mumbai
Date: February 08, 2019

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

Item No. 1:

Dr. (Ms.) Mita C. Dixit was appointed as an Additional Director by the Board of Directors (the 'Board') on February 08, 2019 pursuant to the provisions of Section 161 of the Act. Pursuant to Section 149 of the Act read with the Rules made there under and Listing Regulations, the Company needs to have a Woman Director on its Board. Keeping in view of the same and to fill the vacancy of the Woman Director, it is proposed to seek approval of the Members to appoint Dr. (Ms.) Mita C. Dixit as an Independent Director on the Board of the Company.

Dr. (Ms.) Mita C. Dixit, aged 53 years, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director and a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and the Rules made there under.

Brief Profile:

Dr. (Ms.) Mita C. Dixit is a Chemical Engineer, Masters in Marketing Management, and PhD from BITS Pilani University. She is the first Indian to do a doctoral research in 'Conflict and Splits in Indian Family Businesses.' She is a Certified Management Consultant and a Corporate Director. She is a member of the Family Enterprise Research Consortium (USA), and a member of the Editorial Board, Journal of Amity Business School, India.

During the initial phase of her career, Mita worked with prominent corporates (Indian Express, Garwares, Piramal group) in marketing, branding, and product management functions. She was the Head - Research and Consultancy for the Centre for Family Managed Business at SPJIMR, Mumbai. As a Visiting faculty, she is associated with renowned management institutes offering family business programmes. Dr. Mita has 25 years of experience in consulting, strategic marketing, and organizational development. She facilitates owner-families to develop a unified Vision, long term strategies, and inculcate a culture of family governance.

Save and except Dr. (Ms.) Mita Dixit, Additional Director, none of the Directors, Key Managerial Personnel or their relatives is interested in the above resolution.

No member of the Company shall vote on such resolution, if such member is a relative of appointee.

The Board accordingly recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

Item No. 2:

Mr. Bipin N. Shah, aged 69 years, was re-appointed as a Managing Director of the at the Meeting of the Board held on February 08, 2019 to hold office for 5 (Five) consecutive years w.e.f. April 01, 2019 upto March 31, 2024 subject to the approval of the shareholders. He joined our Company as a Managing Director in September 1987 and is responsible for overall operations of our Company.

In appreciation and recognition of his leadership and phenomenal contribution towards the growth of the Company, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee of the Board at its Meeting held on February 08, 2019, approved revision in remuneration of Mr. Bipin N. Shah, Managing Director of the Company with effect from April 01, 2019, on the terms and

conditions as enumerated in the resolution at Item No. 2 of this Notice, subject to the approval of the Members and such other approvals as may be required.

In case the Company has in any financial year no profits or if its profits are inadequate anytime during the tenure of office of Mr. Bipin N. Shah, as Managing Director, he shall be paid the remuneration as stated in resolution at Item No. 2, with the liberty to the Board to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Managing Director in such manner as may be permitted and subject to approval of such authority(ies) as may be required, in accordance with the provisions of the Act and Schedule V thereto or any modification thereto and as may be agreed by and between the Board and Mr. Bipin N. Shah, without any further approval of the Members of the Company.

Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Act, (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, the above revision in remuneration requires approval of the Members of the Company by way of Special Resolution.

Pursuant to Section 196 (3) read with Part-I of Schedule V of the Act, no Company shall appoint or continue the employment of any person as Managing Director who has attained the age of seventy (70) years unless it is approved by the Shareholders as a Special Resolution. Mr. Bipin N. Shah will attain the age of seventy (70) years in the month of March 2019. Keeping in view that Mr. Bipin N. Shah has rich and varied experience in the industry and of nearly 45 years of experience in the pharmaceutical field and is widely travelled. His specific area of interest has been marketing and management, it would be in the interest of the Company to continue the employment of Mr. Bipin N. Shah as a Managing Director of the Company until the expiry of his term of office, i.e. upto March 31, 2024.

Save and except Mr. Bipin N. Shah, Managing Director, Mr. Bharat N. Shah, Director, Mr. Ritesh Shah, Whole Time Director & Chief Executive Officer and Mr. Vivek Shah, Whole Time Director & Chief Executive Officer (R & D), none of the Directors, Key Managerial Personnel or their relatives is interested in the above resolution.

No member of the Company shall vote on such resolution, if such member is a relative of appointee.

The Board accordingly recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval of the Members.

Item No. 3 & 4 :

Mr. Jasvantlal G. Shah and Mr. Arun L. Tadarwal were re-appointed as an Independent Directors at the Meeting of the Board of Directors held on February 08, 2019 to hold office for the second term of 5 (Five) consecutive years w.e.f. April 01, 2019 upto March 31, 2024 subject to the approval of the shareholders, in terms of Section 149 read with Schedule IV of the Act, and Listing Regulations or any amendment thereto or modification thereof.

The Company has received notice in writing pursuant to Section 160 of the Act, from members proposing the re-appointment of Mr. Jasvantlal G. Shah and Mr. Arun L. Tadarwal for the office of Independent Director under the provisions of Section 149 of the Act. The Company has received from Mr. Jasvantlal G. Shah and Mr. Arun L. Tadarwal (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act, confirming their eligibility for such re-appointment, and (iii) declaration to the effect that they meets the criteria of independence as provided in sub section (6) of Section 149 of the Act.

In the opinion of the Board, and based on the Board's evaluation, Mr. Jasvantlal G. Shah and Mr. Arun L. Tadarwal fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for their re-appointment as an Independent Directors of the Company and they are independent of the management of the Company. A copy of the draft letter for the appointment of Mr. Jasvantlal G. Shah and Mr. Arun L. Tadarwal as an Independent Directors setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to March 26, 2019.

The SEBI has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 amended Listing Regulations and notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations 2018). Pursuant to prospective sub-regulation 1A of Regulation 17 of Amended Listing Regulations 2018, to be effective from April 01, 2019, no listed Company shall appoint or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment/ continuation of office.

Mr. Jasvantlal G. Shah is the Chairman of the Company. He has joined the Board of Directors (the "Board") of the Company on since August 1995.

The Board considers that the continued association of Mr. Jasvantlal G. Shah who has already attained the age of 85 years, would be of immense benefit to the Company and is desirable to continue to avail the services of Mr. Jasvantlal G. Shah as an Independent Director. Accordingly, pursuant to the Amended Listing Regulations 2018, the Board recommends the resolution in relation to continue the Directorship of Mr. Jasvantlal G. Shah for the approval by members of the Company.

Save and except Mr. Jasvantlal G. Shah and Arun L. Tadarwal, Independent Directors, none of the Directors, Key Managerial Personnel or their relatives is interested in the above resolution.

No member of the Company shall vote on such resolution, if such member is a relative of appointee.

The Board accordingly recommends the Special Resolution set out at Item No. 3 & 4 of the accompanying Notice for approval of the Members.

Item No. 5:

The SEBI has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 amended Listing Regulations and notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations 2018). Pursuant to

prospective sub-regulation 1A of Regulation 17 of Amended Listing Regulations 2018, to be effective from April 01, 2019, no listed Company shall appoint or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment/ continuation of office.

Mr. Lalitkumar P. Shah has joined the Board of Directors (the "Board") of the Company on since October 1980. He is a member of our Board for more than 38 years.

The Board considers that the continued association of Mr. Lalitkumar P. Shah, aged 82 years, would be of immense benefit to the Company and is desirable to continue to avail the services of Mr. Lalitkumar P. Shah as a Director. Accordingly, pursuant to the Amended Listing Regulations 2018, the Board recommends the resolution in relation to continue the Directorship of Mr. Lalitkumar P. Shah, for the approval by members of the Company.

Save and except Mr. Lalitkumar P. Shah, Director, Mr. Ketan Shah, Director none of the Directors, Key Managerial Personnel or their relatives is interested in the above resolution.

No member of the Company shall vote on such resolution, if such member is a relative of appointee.

The Board accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

The brief profile of Directors seeking variation in Remuneration/Appointment/Re-Appointment in pursuance of Regulation 36 (3) of the Listing Regulations, 2015 and Secretarial Standard - 2, is set out in the Annexure to the Explanatory Statement and forms integral part of this Postal Ballot Notice.

ANNEXURE TO THE NOTICE

Additional information on Directors seeking variation in Remuneration/Appointment/Re-Appointment in pursuance of Regulation 36 (3) of the Listing Regulations, 2015 and Secretarial Standard - 2.

I. Dr. (Ms.) Mita C. Dixit, Mr. Bipin N. Shah, Mr. Jasvantlal G. Shah

Name of the Director	Dr. (Ms.) Mita C. Dixit	Mr. Bipin N. Shah	Mr. Jasvantlal G. Shah
Designation	Additional Director	Managing Director	Independent Director
Director Identification Number	08198165	00083244	00372600
Date of Birth	16-02-1965	07-03-1949	24-11-1933
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	08-02-2019	04-09-1987	09-08-1995
Qualifications	Chemical Engineer, MMM, and PhD from BITS Pilani University	BE (Chem.)	Graduate in Economics, Law and Post graduate in Business Management, FCS
Expertise in functional area	25 years of experience in consulting, strategic marketing, and organizational development, specialization in family business advisory	Over 45 years of experience in the Pharmaceutical Industry.	He has discharged responsibilities in senior positions in two reputed indigenous business groups as well as number of international pharmaceutical companies
Number of Equity Shares held in the Company	35	1559930	2304
Directorships and Committee Membership of other Board as on 31.03.2018#	NIL	NIL	NIL
Number of Board Meetings attended during the year 2017-18	NIL	6	6
Relationship with other Directors, Manager and KMP	NIL	Mr. Bipin Shah and Mr. Bharat Shah are brothers, Mr. Ritesh Shah & Mr. Vivek Shah are sons of Mr. Bipin Shah	NIL
Remuneration Last Drawn 2017-18	N.A.	₹ 58,11,133/- p.a.	N.A.

II. Mr. Arun L. Todarwal and Mr. Lalitkumar P. Shah

Name of the Director	Mr. Arun L. Todarwal	Mr. Lalitkumar P. Shah
Designation	Independent Director	Director
Director Identification Number	00020916	01989812
Date of Birth	16-06-1957	02-10-1936
Nationality	Indian	Indian
Date of first appointment on the Board	24-10-2008	29-10-1980
Qualifications	Chartered Accountant (FCA)	B. Pharm
Expertise in functional area	Management Consultancy, Statutory Audits, Internal Audits, Management and Systems Audits, Due diligences, Taxation, International Taxation, etc. in India, Dubai and several other countries	56 years of experience in managing pharmaceutical business and industry
Number of Equity Shares held in the Company	1550	2206392
Directorships and Committee Membership of other Board as on 31.03.2018#	9 Directorships, 4 Memberships in Committee & 5 Chairmanships	1 Directorship
Number of Board Meetings attended during the year	4	5
Relationship with other Directors, Manager and KMP	NIL	Mr. Lalitkumar Shah is a father of Mr. Ketan Shah
Remuneration Last Drawn	N.A.	N.A.

Excludes Directorships held in private companies, foreign companies and companies under section 8 of the Act and Anuh Pharma Ltd. and excludes Committee Memberships / Chairmanships of Anuh Pharma Ltd., private companies, foreign companies and companies under section 8 of the Act. Only Audit Committees and Stakeholders' Relationship Committees are considered as per the provisions of Regulation 26 of Listing Regulations, 2015.

**By Order of the Board
For Anuh Pharma Ltd.**

Place: Mumbai
Date: February 08, 2019

**Ashwini Ambrale
Company Secretary & Compliance Officer
(Membership No.: A32456)**



ANUH PHARMA LTD.

CIN: L24230MH1960PLC011586

(Incorporated under the Companies Act, 1956)

Registered Office: 3-A, Shivsagar Estate, North Wing, Dr. Annie Besant Road,
Worli, MUMBAI – 400 018. INDIA. Phone : +91 22 66227575 | Fax : +91 22 66227600
Email : anuh@sk1932.com | Web : www.anuhpharma.com

POSTAL BALLOT FORM

(To be sent to the Scrutinizer)

Serial No.

- Name & Registered Address of the :
Sole / First named Member as
registered with the Company
- Name(s) of the Joint Member(s), if any, :
registered with the Company
- Registered Folio No. / :
*DP ID No. & Client ID No.
(*Applicable to members holding
shares in dematerialized form)
- Number of equity shares held :
- I/We hereby exercise my/our votes in respect of the Ordinary/ Special Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated February 08, 2019 by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below:

Item No.	Particulars of the Resolution	No. of Equity Shares held	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1	Appointment of Dr. (Ms.) Mita C. Dixit, Additional Director (DIN: 08198165) as an Independent Woman Director of the Company for a period of five years w.e.f. April 01, 2019 upto March 31, 2024			
2	Re-appointment of Mr. Bipin N. Shah (DIN: 00083244) as a Managing Director of the Company for a period of five years w.e.f. April 01, 2019 upto March 31, 2024 and fix his remuneration			
3	Re-appointment of Mr. Jasvantlal G. Shah, Director (DIN: 00372600) as an Independent Director of the Company for a period of five years w.e.f. April 01, 2019 upto March 31, 2024			
4	Re-appointment of Mr. Arun L. Tadarwal, Director (DIN: 00020916) as an Independent Director of the Company for a period of five years w.e.f. April 01, 2019 upto March 31, 2024			
5	Continuation of Directorship of Mr. Lalitkumar P. Shah, Director (DIN: 00396345) as a Director of the Company w.e.f. April 01, 2019			

Place:

Date:

(Signature of the Member)

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:-

Commencement of Voting	End of Voting
From 09.00 a.m. on Tuesday, March 12, 2019	At 5:00 p.m. on Wednesday, April 10, 2019

Instructions

1. The Company is also offering e-voting facility to all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature Registered with the Company / Depository Participant). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member and so on.
3. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the form invalid.
4. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on **Friday, February 15, 2019**.
5. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than the close of working hours (i.e. **before 5.00 P.M.) on Wednesday, April 10, 2019**. Postal Ballot Forms received after this date will be treated as if no reply from the Member has been received.
6. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be signed by the authorized signatory accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.

NOTE:

PLEASE SEND POSTAL BALLOT FORM TO THE SCRUTINIZER IN THE ENCLOSED SELF-ADDRESSED ENVELOPE. POSTAGE WILL BE BORNE AND PAID BY THE COMPANY. HOWEVER, ENVELOPES CONTAINING POSTAL BALLOT FORM, IF SENT BY COURIER OR DEPOSITED IN PERSON AT THE EXPENSE OF THE MEMBER WILL ALSO BE ACCEPTED.