



ANUH PHARMA LTD.

CIN: L24230MH1960PLC011586

Registered Office: 3-A Shivsagar Estate, North Wing, Dr. Annie Besant Road, Worli, Mumbai - 400018
Phone: +91 22 66227575; **Fax:** +91 22 66227600; **Email:** anuh@sk1932.com; **Website:** www.anuhpharma.com

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

To,
The Members,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2 (SS-2), and pursuant to other applicable laws and regulations, that the resolution appended below are proposed to be passed by the members of the Company by Postal Ballot/ electronic voting. The explanatory statement pertaining to the proposed resolutions and the reason thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company, at its meeting held on Monday on February 10, 2020 has appointed Mrs. Kumudini Bhalerao, partner of M/s Makarand M. Joshi & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed prepaid self-addressed Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted.

Members are requested to carefully read the instructions printed in the Postal Ballot form and return the same duly completed Postal Ballot Form should reach the Scrutinizer not later than **by 05.00 PM IST on Sunday, March 15, 2020** to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting". References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit his report to the Chairman or any other Director of the Company or Company Secretary of the Company as authorised by the Board in writing of the Company after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared **on or before Tuesday, March 17, 2020** and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the Company's website www.anuhpharma.com and on the website of the Central Depositories Services (India) Limited (CDSL)

E-voting Option:

In accordance with the provisions of Section 110 of the Companies Act, 2013 read with the applicable rules of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to offer e-voting facility also as an alternate for our members which would enable you to cast your votes electronically, instead of physical Postal Ballot Form. E-voting is **optional** for Members and all the members (whether holding share in demat form or physical form) may vote either by completing and dispatching the postal ballot form by post or by e-voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its members. Please read carefully and follow the instructions on e-voting printed in this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company or Company Secretary of the Company as authorised by the Board in writing, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot / e-voting will be declared **on or before Tuesday, March 17, 2020** through the mode as the Company deems fit for such declaration. The result of the postal ballot / e-voting will also be posted on the Company's website www.anuhpharma.com and communicated to the Bombay Stock Exchange Limited(BSE).

Item of businesses requiring consents of shareholders through Postal Ballot / e-voting:

1. **Partial Modification for appointment of Dr. (Ms.) Mita C. Dixit, (DIN: 08198165) as an Independent Woman Director of the Company**

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

"RESOLVED THAT in partial modification to the special resolution passed by the Members through Postal Ballot on April 10, 2019 and 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) and subject to the applicable provisions of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. 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. February 08, 2019 upto February 07, 2024 and shall not be 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. Partial Modification for appointment of Mr.Harmanbhai T. Patel (DIN: 07342390) as an Independent Director of the Company

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

“**RESOLVED THAT** in partial modification to the special resolution passed by the Members at the 59th Annual General Meeting (AGM) of the Company held on August 22, 2019 and 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. Harmanbhai Tulsibhai Patel (DIN: 07342390), 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, consent of the members be and is hereby accorded for proposing his candidature for the office of Independent Director, accordingly Mr. Harmanbhai Tulsibhai Patel (DIN: 07342390) be and is hereby appointed as an Independent Director of the Company for 5 (Five) consecutive years to hold office w.e.f. May 22, 2019 upto May 21, 2024 and shall not be 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.

3. To consider and approve the further fund raising by Issue of Equity Shares on Preferential Basis:

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

“**RESOLVED THAT** pursuant to the provisions of Section 42 and 62, as may be applicable and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules prescribed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force)(hereinafter referred to as the “**Act**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**SEBI Listing Regulations**”) and subject to requisite approvals, consents, permissions and / or sanctions if any, the Securities and Exchange Board of India (“**SEBI**”) and Stock Exchange where shares of the Company are listed and / or any other competent authorities and / or any regulator and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by SEBI and / or any other competent authorities and / or any regulator and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Bombay stock exchanges on which the Company's equity shares of face value of Rs. 5.00 each (“**Equity Shares**”) are listed, and subject to necessary approvals, consents, permissions, and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions, and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any duly authorized committee thereof which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, upto 27,44,000 (Twenty Seven Lakhs Forty Four Thousand), equity shares of the face value of Rs. 5.00/- (Rupees Five) each (“**Equity Shares**”) on preferential allotment / private placement basis, at a price of upto Rs.160/- (Rupees One Sixty) approximately (which includes premium of upto Rs. 155/- (Rupees One Hundred Fifty Five Approximately) approximately per Equity Share aggregating upto Rs. 43,90,40,000/- (Rupees Forty Three Crore Ninety Lakh Forty Thousand Only) approximately.

The details of total number of equity shares of the Company proposed to be allotted to the Proposed Allottee are set forth in the table below:

Sr. No.	Allottee	Address of Allottee	No. of Shares	Amount(Rs.)
1	MNB Holdings PTE. Limited	60 PayaLebar Road #08-43 PayaLebar Square Singapore 409051	Upto 27,44,000	Upto Rs. 43,90,40,000/-

RESOLVED FURTHER THAT the “Relevant Date” for this proposed issue of warrants in accordance with the SEBI ICDR Regulations shall be February 14, 2020, being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Equity Shares.

RESOLVED FURTHER THAT subject to provision of Section 62(1)(c) of Companies Act, 2013 and Rule 9 of the Companies (Share Capital and Debenture) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with the SEBI(Issue Of Capital and Disclosure Requirements) Regulations, 2018, each Equity shares shall have the following terms and conditions:

1. **Pari-passu:** The equity shares to be offered, issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend, if any;.
2. **Pricing:** The shares will be valued on the basis of provision of Regulation 164 of SEBI ICDR Regulation.
3. **Listing:** The equity shares so offered, issued and allotted will be listed on Bombay 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;
4. **Allotment:** The equity shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialised form within period of 15 (fifteen) days from the date of passing of this Special Resolution provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority viz. RBI, SEBI, Stock Exchange or any other Ministry/ Department of Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals;
5. **Relevant Date:** The "Relevant Date" for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of floor price for the issue of said equity shares is Friday, February 14, 2020.
6. **Payment of consideration:** Full consideration of shares shall be paid by the allottees at the time of allotment of such shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Mr. Bipin Nemchand Shah, Managing Director (DIN : 00083244), Mr. Ritesh Bipin Shah, Whole Time Director (DIN : 02496729) and Chief Executive Officer, Mr. Vivek Bipin Shah, Whole Time Director and Chief Executive Officer (R & D) (DIN : 02878724) or Ms. Ashwini Ambrale, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the SEBI ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to:

- a) Make all filings including as regards to the requisite listing application/ prospectus/ offer document/ registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges, the RBI, the SEBI, the Registrar of Companies and such other authorities or institutions for this purpose;
- b) To represent the Company before any governmental or regulatory authorities;
- c) To appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution;
- d) To do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company (if any) are affixed wherever necessary."

By order of the Board of Directors
For Anuh Pharma Limited.

Sd/-

Ashwini Ambrale
Company Secretary & Compliance Officer
M. No.: A32456

Registered Office
CIN: L24230MH1960PLC011586
3-A, Shiv Sagar Estate, North Wing,
Dr. Annie Besant Road, Worli, Mumbai - 400 018
Web: www.anuhpharma.com; Email: anuh@sk1932.com
Tel: +91-22 6622 7575; Fax: +91-22 6622 7600

Place: Mumbai
Date: February 10, 2020

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto as Annexure I. A Postal Ballot Form is also enclosed. Further, copy of the Notice and the Postal Ballot Form is also available on the website of the Company viz. www.anuhpharma.com.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, February 07, 2020. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on cut-off date i.e. **Friday, February 07, 2020 ("cut-off date")** only shall be entitled to avail the facility of voting through Postal Ballot Form or E-voting.

4. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
5. A Member cannot exercise his vote by proxy on postal ballot.
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 05.00 PM IST Sunday, March 15, 2020.**
7. In case any eligible Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, such Member may write to the Company / Registrar and Transfer Agents ("RTA") of the Company or send an email to anuh@sk1932.com. The RTA or the Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member. The Postal Ballot Notice and Postal Ballot Form are also available on the website of the Company - www.anuhpharma.com and website of CDSL - www.evotingindia.com.
8. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on February 07 2020. A person who is not a Member on the cut-off date should treat this Notice for information purpose only.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The instructions for e-voting forms part of this Notice
10. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage prepaid self-addressed Business Reply Envelope, so as to reach the Scrutinizer as detailed above, by 5:00 P.M. IST on or before March 15, 2020, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. Envelopes containing Postal Ballots, if sent by courier or registered post or speed post at the expense of the Members, will also be accepted. Any postal ballot received after 05.00 PM IST on March 15, 2020 will be considered invalid.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Private Limited (Bigshare) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Bigshare at the below new address:

By Post / Courier / Hand Delivery paid-up value	M/s Bigshare Services Pvt. Ltd. Unit: Anuh Pharma Ltd. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East Mumbai 400059 Tel : +91-22-62638200; Fax: +91-22-62638299 Email: investor@bigshareonline.com
---	---
12. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their copies of PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Bigshare.
13. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Bigshare for assistance in this regard.
14. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing Companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, the Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agents of the Company and register their email-id. Members holding shares in dematerialized form are requested to contact their Depository Participant. Members, who hold shares in physical form, are requested to register their e-mail addresses by sending E-mail to investor@bigshareonline.com or anuh@sk1932.com of the Company so as to reach the Company at the earliest.
15. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-voting i.e. **March 15, 2020.**
16. All the material documents referred to in the explanatory statement are available for inspection at the registered office of the Company on any working day, except Saturday and holiday, between 11:00 a.m. (IST) to 1:00 p.m. (IST) from the date of dispatch of notice till March 15, 2020.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

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 re-enactments 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.

- (i) The voting period begins on **Saturday, February 15, 2020 from 9.00 AM (IST) and will end at 5.00 PM(IST) on Sunday, March 15, 2020**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 07, 2020 (Friday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evo.ngindia.com
- (iii) Click on Shareholders/ Members tab..
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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.evo.ngindia.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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field which is printed on Postal Ballot/ Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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 directly reach 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 LIMITED > 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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.
- (xxi) The facility for voting through ballot paper annexed in the Notice and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

General Instructions:

- a. M/s Makarand M. Joshi & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.
- b. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company within three days (However as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the E-voting Results are requires to be submitted to Stock Exchange within forty eight hours of conclusion Postal Ballot, here the 48 hours will be last day of 30th day of dispatch of Notice, therefore the period of a consolidated Scrutinizer's Report will be construed accordingly.
- c. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on February 07, 2020.
- d. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.anuhpharma.com and on the website of the CDSL.
- e. All documents referred to in the accompanying Notice and the statement pursuant to the Section 102 (1) of the Companies Act, 2013, will be available for inspection at the registered office of the Company during the business hours on all working days up to the date of declaration of the result.

**By Order of the Board
For Anuh Pharma Limited**

**Sd/-
Ashwini Ambrale
Company Secretary & Compliance Officer
Membership No. : A32456**

Registered Office
A 3 Shiv Sagar Estate, Dr. Annie Besant Road, Mumbai - 400 018
CIN: L24230MH1960PLC011586
Tel.: 022-66227575
Fax: 022-66227600
E-mail: anuh@sk1932.com

**Place : Mumbai
Date : February 10, 2020**

**Annexure I to the Notice
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

Item No. 1:

Dr. 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 Companies Act, 2013 ("Act"). As per provision of Section 149 of the Act read with the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company needs to have a woman director on its Board.

Keeping in view the requirements of the same and to fill the vacancy of the Woman Director, it was proposed to seek approval of the Members through postal ballot to appoint Dr. Mita C. Dixit as an Independent Director on the Board of the Company for a period of 5 years. However, erroneously the period of 5 years was calculated / considered from the April 01, 2019 to March 31, 2024 instead of February 08, 2019 to February 07, 2024.

Hence it is proposed to modify the earlier special resolution passed by the Members through postal ballot dated April 10, 2019 and to seek approval of the Members for item no. 1.

Dr. Mita C. Dixit, aged 55 years, is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as 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. Mita C. Dixit is a Chemical Engineer, Masters in Marketing Management, and Ph.D 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. 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. Mita Dixit, Director, none of the Directors, Key Managerial Personnel or their relatives is interested in the above resolution as given under Section 102 of the Companies Act, 2013 read with Secretarial Standard-2.

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. Harmanbhai Tulsibhai Patel (DIN: 07342390) was appointed as an Additional Director by the Board of Directors (the 'Board') on May 22, 2019 pursuant to the provisions of Section 161 of the Act.

It was proposed to seek approval of the Members at the 59th Annual General Meeting held on August 22, 2019 as an Independent Director on the Board of the Company for a period of 5 years. However, erroneously the period of 5 years was calculated / considered from the August 22, 2019 to August 21, 2024 instead of May 22, 2019 to May 21, 2024.

Hence it is proposed to modify the earlier special resolution passed by Members at the 59th Annual General Meeting held on August 22, 2019 and to seek approval of the Members for item no. 2.

Mr. Harmanbhai Tulsibhai Patel, aged 67 years, is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director and a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and the Rules made there under.

Brief Profile:

Mr. Harmanbhai Tulsibhai Patel, aged 67 years, is B Sc., ANSI (Sugar Technology), MBA by qualification. His DIN is 07342390. He has over 4 decades of varied experience, mainly in the pharmaceutical industry. He served as President API Business – Zydus Cadila in his last job. Before that he worked in Alembic Limited for 25 long years. He has discharged responsibilities in senior positions in reputed business groups with international operations. He is also a Director of Lewens Labs Private Limited Bharuch and Commercial Cooperative Bank Limited Vadodara.

He is on the Board of Management of Charusat University, Changa, Dist. Anand. He is a President and Managing Trustee of Yuvalay Charitable Trust, Vadodara and involved in many other social activities.

Save and except Mr. Harmanbhai Tulsibhai Patel, 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. 2 of the accompanying Notice for approval of the Members.

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. Mita C. Dixit and Mr. Harmanbhai T. Patel

Name of the Director	Dr. Mita C. Dixit	Mr. Harmanbhai T. Patel
Designation	Non-Executive Independent Director	Non-Executive Independent Director
Director Identification Number	08198165	07342390
Date of Birth	16-02-1965	14-06-1953
Nationality	Indian	Indian
Date of first appointment on the Board	08-02-2019	22-05-2019
Qualifications	Chemical Engineer, MMM, and PhD from BITS Pilani University	B.Sc. ANSI (Sugar Technology) and MBA
Expertise in functional area	25 years of experience in consulting, strategic marketing, and organizational development, specialization in family business advisory	Over 4 decades of varied experience, mainly in the pharmaceutical industry
Number of Equity Shares held in the Company	35	NIL
Directorships and Committee Membership of other Board as on 31.03.2018#	NIL	NIL
Number of Board Meetings attended during the year 2018-19	NIL	NA
Relationship with other Directors, Manager and KMP	NIL	NIL
Remuneration Last Drawn 2018-19	NIL	NA

Excludes Directorships held in private companies, foreign companies and companies under section 8 of the Act and AnuhPharma Ltd. and excludes Committee Memberships / Chairmanships of AnuhPharma 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.

Item No. 3:

In view of future outlook of the Company and its growth prospects, the Company is proposed to raise funds through issuance of upto 27,44,000 equity shares on preferential basis amounting upto Rs. 43,90,40,000/- approx. The Board of Directors of the Company in its meeting held on Monday, February 10, 2020 accorded its approval for the said issue to the proposed allottees as set out below, on a preferential basis by way of preferential allotment subject to approval of the members of the Company.

In order to enable the Company to access the capital market through a private placement basis, the approval of the Members is hereby sought pursuant to the provisions of Section 62(1)© and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended), as amended. The Equity Shares created, offered, issued and allotted, if any, shall rank paripassu in all respects with the existing equity shares of the Company.

The details of the Preferential Allotment required in terms of of the SEBI (ICDR) Regulations, SEBI Listing Regulations and the applicable provisions of the Companies Act are as follows:

- (a) **Object(s) of the proposed issue of equity shares:** Subject to applicable laws, the purpose and objects for the issuance of Equity Shares, is to be cash ready for encashing future growth prospects. As per Board of Directors this is in line with the future outlook of the Company and Market/Industry. The funds so raised may be used for capital expenditure (Capex), repayment of existing borrowings, to meet working capital requirements and general corporate purpose, etc.
- (b) **Issue Price and Relevant Date:** The Equity Shares in the Preferential Allotment shall be allotted at a price, determined in accordance with the relevant provisions of the SEBI (ICDR) Regulations 2018 considering the Relevant Date as February 14, 2020 i.e., 30 days prior to the date on which the resolution is deemed to be passed, subject to maximum of Rs. 160/- per share.
- © **Maximum number of specified securities to be issued:** Upto 27,44000 Equity Shares are proposed to be allotted.

(d) **The intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:** None of the Promoters/Directors or Key Managerial Personnel subscribing to the proposed offer.

(e) **Shareholding pattern of the issuer before and after the preferential issue:**

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	1,80,45,306	72.02	1,80,45,306	64.91
	Bodies corporate				
	Sub-total				
2	Foreign promoters	3,600	0.01	3,600	0.01
	sub-total (A)	1,80,48,906	72.04	1,80,48,906	64.92
B	Non-promoters' holding				
1	Institutional investors	3243	0.01	3243	0.01
2	Non-institution				
	Private corporate bodies				
	Directors and relatives				
	Indian public	6841527	27.30	6841527	24.62
	others (including NRIs)	162324	0.65	2906324	10.45
	Sub-total (B)				
	GRAND TOTAL	2,50,56,000	100.00	2,78,00,000	100.00

(f) **Time frame within which the preferential issue shall be completed:** The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the Special Resolution by the members provided where the allotment is pending on account of any approval from any Regulatory Authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of the last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

(g) **Change in control:** No change in control or management is contemplated consequent to the proposed preferential issue of Equity Shares. However, voting rights will change in accordance with the change in shareholding pattern.

(h) **Natural persons who are the ultimate beneficial owners of the shares proposed to be allotted:** The shares are proposed to be allotted to MNB Holdings PTE. Limited

(i) **Shareholding of MNB Holdings PTE. Limited:**

S. No.	Name of Shareholder	Shareholding
1	Star Trend Holdings Corp	100%
	Total	100%

(ii) **Shareholding of Star Trend Holdings Corp (Ultimate holding):**

S.No.	Name of Shareholder	Shareholding
1	Mrs. Zenaida Dizon Balajadia	26
2	Mr. Dennis Dizon Balajadia	16
3	Mr. Lloyd Dizon Balajadia	16
4	Mr. Dick Dizon Balajadia	16
5	Mr. Maximo Ponce Balajadia	26
	Total	100%

(l) **Re-computation of the price:** Company shall re-compute the price of the Shares in terms of the provision of SEBI (ICDR) Regulations where it is required to do so.

(j) **Certificate of its statutory auditor:** Certificate of its statutory auditor M/s Jayantilal Thakkar & Co., of the Company certifying that issue is being made in accordance with the requirements of SEBI ICDR Regulations and it shall be available for inspection at the registered office of the Company

(k) **Intention of Promoters, directors or Key managerial personnel to subscribe to the offer-** The Promoters, directors or Key managerial personnel is not subscribing to the said issue, therefore they are not directly or indirectly interested.

(k) **Particulars of proposed Allottee and the identity of the proposed Allottee:**

Sr. No.	Name of the Proposed Allottee	Category	Ultimate Beneficial owners	Pre Issue		Post Issue	
				No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
1.	MNB Holdings PTE. Limited	Foreign Entity	Mrs. Zenaida Dizon Balajadia	0	0	27,44,000	9.87%
			Mr. Dennis Dizon Balajadia				
			Mr. Lloyd Dizon Balajadia				
			Mr. Dick Dizon Balajadia				
			Mr. Maximo Ponce Balajadia				

(l) **Lock-in Requirements:**

- i) The Equity Shares to be allotted on a preferential basis to the person / entity other than Promoter/Promoter group shall be locked-in for a period of 1 year from the date of trading approval granted for the Equity Shares being issued pursuant to the proposed Preferential Allotment, in accordance with Regulation 167 of the SEBI ICDR Regulations.
- ii) If the amount payable by the allottee, in case of re-calculation of price under sub-regulation (3) of regulation 164 is not paid till the expiry of lock-in period, the equity shares shall continue to be locked-in till such amount is paid by the allottee.

(m) **Transferability :** The shares are freely transferable in nature however it will not be transferable till the trading approval is granted for such securities by the recognised stock exchanges where the equity shares of the issuer are listed and completion of Lock – in period

(n) **Payment of consideration:** Full consideration of Equity Shares shall be paid by the allottees at the time of allotment and shall be received from respective allottee's bank account.

(o) **Allotment:** The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the Special Resolution by the members provided where the allotment is pending on account of any approval from any Regulatory Authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of the last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities

(p) **Other Disclosures:**

- (1) None of the the Promoter/Promoter Group or the Directors of the Company have been declared as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (2) The allottees has not bought/ sold/was allotted any equity shares of the Company in the last six months.

None of the other Promoters, Directors, KMPs and their relatives, either directly or indirectly other than to the extent of their shareholding in the Company, are concerned / interested, financially or otherwise, in the above resolution.

The aforesaid proposal is in the interest of the Company and the Board thus recommends resolution at Item No. 3 for approval of the Members as a special resolution.

**By Order of the Board
For Anuh Pharma Limited**

**Sd/-
Ashwini Ambrale
Company Secretary & Compliance Officer
M. No. : A32456**

Registered Office:
A3, Shiv Sagar Estate, Dr. Annie Besant Road, Mumbai - 400 018
CIN: L24230MH1960PLC011586
Tel.: 022-66227575
Fax: 022-66227600
E-mail: anuh@sk1932.com

**Place : Mumbai
Date :February 10, 2020**



ANUH PHARMA LTD.

CIN: L24230MH1960PLC011586

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 Special Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated February 10, 2020 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	Partial Modification for appointment of Dr. (Ms.) Mita C. Dixit (DIN: 08198165) as an Independent Woman Director of the Company			
2	Partial Modification for appointment of Mr. Harmanbhai T. Patel (DIN: 07342390) as an Independent Director of the Company			
3	To consider and approve the further fund raising by Issue of Equity Shares on Preferential Basis			

Place:

Date:

(Signature of the Member)

Note : Please read the instructions printed below carefully before exercising your vote.

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 Saturday, February 15, 2020	At 5:00 p.m. on Sunday, March 15, 2020

Instructions

1. This Postal Ballot Form is provided for the benefit of the Members who do not have access to e-voting facility to enable them to send their assent or dissent by post for the resolutions included the Postal Ballot Notice.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Postal Ballot.
4. The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the Postal Ballot.
5. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature Registered with the Company/ Depository Participant/Registrar & Share Transfer Agent). 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 and send it to Scrutinizer on or before March 15, 2020.
6. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent and unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms, tick marks in both the columns will be rejected and the decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
7. 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 07, 2020**.
8. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than by **5.00 P.M. on Sunday, March 15, 2020**. Postal Ballot Forms received after this date will be treated as if no reply from the Member has been received.
9. 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.
10. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.anuhpharma.com and on the website of the Central Depository Services (India) Limited and Bombay Stock Exchange.
11. A Member may request for a duplicate Postal Ballot Form, if so required.
12. Any additional papers found in such envelope would be destroyed by the Scrutinizer.

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.