

NOTICE

Notice is hereby given that the 64th Sixty-Fourth Annual General Meeting of the Members of **ANUH PHARMA LIMITED** (“the Company”) will be held on Friday, 23rd August, 2024 at 04:00 PM at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018, Maharashtra, India, to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2 - Declaration of Dividend

To declare a Dividend of Rs. 2.50/- per Equity Share of the face value Rs. 5/- each for the Financial Year 2023-24.

Item No. 3 - Re-Appointment of a Director retiring by rotation

To appoint a Director in the place of Mr. Samir Jayantilal Shah (DIN: 00157396) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

Item No. 4 - Re-Appointment of a Director retiring by rotation

To appoint a Director in the place of Mr. Ketan Lalit Shah (DIN: 00083326) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

Item No. 5 - Ratification of remuneration of Cost Auditor.

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the company hereby ratifies the remuneration of Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand Only) plus applicable tax and reimbursement of the out of pocket expenses, if any, payable to Mr. Ankit Kishor Chande, Cost Accountants, (Certificate of Practice No. 34051), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the Cost records related to Bulk Drugs maintained by the company for the Financial Year ending March, 2025.

RESOLVED FURTHER THAT Mr. Bipin Shah, Vice Chairman (DIN: 00083244), Mr. Ritesh B. Shah (DIN: 02496729), Mr. Vivek Shah (DIN: 02878724), Joint Managing Directors, Mr. Bharat Shah (DIN: 00083354), Mr. Ketan Shah (DIN: 00083326) Directors and the Company Secretary of the Company be and are 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 giving effect to this resolution.”

Item No. 6 - Revision in remuneration payable to Mr. Ritesh B. Shah (DIN: 02496729), Joint Managing Director of the Company for the financial year 2024-25.

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 Section 197 read with Part I and Section I of Part II of 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 revision in the remuneration of Mr. Ritesh B. Shah (DIN: 02496729), Joint Managing Director of the Company for the financial year 2024-25, on the terms and conditions including remuneration as mentioned below w.e.f. 01st April, 2024:

Monthly CTC of ₹ 3,50,000/- with such increments as may be decided by the Board subject to a ceiling of ₹ 5,00,000/-per month.

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 maximum of 0.50%.

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 month's 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 Joint 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.

RESOLVED FURTHER THAT Mr. Bipin Shah, Vice Chairman (DIN: 00083244), Mr. Ritesh B. Shah (DIN: 02496729), Mr. Vivek Shah (DIN: 02878724), Joint Managing Directors, Mr. Bharat Shah (DIN: 00083354), Mr. Ketan Shah (DIN: 00083326) Directors and the Company Secretary of the Company be and are 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 giving effect to this resolution.”

Item No. 7 - Revision in remuneration payable to Mr. Vivek Shah (DIN: 02878724), Joint Managing Director of the Company for the financial year 2024-25.

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 Section 197 read with Part I and Section I of Part II of 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 revision in the remuneration of Mr. Vivek Shah (DIN: 02878724), Joint Managing Director of the Company for the financial year 2024-25, on the terms and conditions including remuneration as mentioned below w.e.f. 01st April, 2024:

Monthly CTC of ₹ 3,50,000/- with such increments as may be decided by the Board subject to a ceiling of ₹ 5,00,000/-per month.

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 maximum of 0.50%.

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 month's 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 Joint 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.

RESOLVED FURTHER THAT Mr. Bipin Shah, Vice Chairman (DIN: 00083244), Mr. Ritesh B. Shah (DIN: 02496729), Mr. Vivek Shah (DIN: 02878724), Joint Managing Directors, Mr. Bharat Shah (DIN: 00083354), Mr. Ketan Shah (DIN: 00083326) Directors and the Company Secretary of the Company be and are 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."

For and on behalf of the Board of Directors

Sd/-

Manan Vadhan
Company Secretary & Compliance Officer

Registered Office:

CIN: L24230MH1960PLC011586

3-A, Shiv Sagar Estate, North Wing,

Dr. Annie Besant Road, Worli, Mumbai - 400 018

Tel: +91-22 6622 7575; Fax: +91-22 6622 7600

Email: anuh@sk1932.com; Web: www.anuhpharma.com;

Place : Mumbai

Date : May 17, 2024

NOTES:

1. The register of members and share transfer book of the company shall remain closed from Saturday, 17th August, 2024 to Friday, 23rd August, 2024 for the purpose of payment of final dividend and 64th Annual General Meeting of the Company.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself. such a proxy need not be a member of the Company.
3. Proxies in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting. A proxy form is annexed to the Annual Report.
4. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. a member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or member.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a duly certified true copy of the board resolution authorizing their representatives to attend and vote at the meeting.
6. The proxy-holder shall prove his/her identity at the time of attending the meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member is entitled to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than 3 days of notice in writing is given to the company by such member.
8. in case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the register of members of the company will be entitled to vote.
9. For convenience of the members and for proper conduct of the meeting, entry to the place of the AGM will be regulated by way of attendance slip, which is annexed to the Annual Report. Members are requested to bring their attendance slip, fill up and sign the same at the place provided and hand it over at the entrance of the venue.
10. 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	M/s Bigshare Services Pvt. Ltd. Unit: Anuh Pharma Ltd. Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 Tel : +91-22-62638200; Fax: +91-22-62638299 Email: investor@bigshareonline.com
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11. 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.
12. 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.
13. Members desirous of asking any questions at the 64th Annual General Meeting are requested to send in their questions so as to reach the Company at least 7 days before the 64th Annual General Meeting so that the same can be suitably replied.
14. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not encashed/claimed by the Member of the Company, within a period of Seven (7) years from the date of

declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF).

The details of Dividends paid by the Company and the corresponding due dates for transfer of such unclaimed/unencashed dividend to the aforementioned Fund constituted by the Central Government are furnished hereunder:

Sr. Nos.	Dividend Year	Type of Dividend	Dividend declared on	Tentative Date of Dividend amount to be transferred to IEPF
1.	2016-2017	Final	22/09/2017	27/10/2024
2.	2017-2018	Final	03/08/2018	08/09/2025
3.	2018-2019	Final	22/08/2019	27/09/2026
4.	2019-2020	Interim	21/02/2020	27/03/2027
5.	2020-2021	Final	19/08/2021	25/09/2028
6.	2021-2022	Final	05/08/2022	10/09/2029
7.	2022-2023	Final	18/08/2023	24/09/2030

Members who have not encashed/claimed the dividend warrant(s) so far in respect of the above financial years, are therefore, requested to make their claims to Bigshare well in advance of the above tentative due dates.

15. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred an IEPF suspense account (in the name of the Company) within 30 days of such shares becoming due for transfer to the Fund. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company are available on the website of the Company www.anuhpharma.com.
The Members/claimants whose shares and/ or unclaimed dividend have been transferred to the Fund, may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fees as decided by the Authority from time to time. The member/claimant can file only one consolidated claim in a financial year as per IEPF Rules. The Company and IEPF Authority shall deal with the application in the manner provided in IEPF Rules.
16. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India with respect to the Director seeking variation in remuneration / re-appointment at the ensuing Annual General Meeting is annexed to this Notice. The Directors have furnished the requisite declarations for their re-appointment.
17. The Register of Director's and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested will be available for inspection by the members at the AGM.
18. The Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2023-24 will also be available on the Company's website viz. www.anuhpharma.com.
19. **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.**
20. In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided a facility of remote e-voting (e-voting from a place other than venue of the Meeting) to its Members to enable them to exercise their right to vote on the business proposed to be transacted at the 64th AGM. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting. The instructions for e-voting services are separately annexed with the Annual Report.

The facility for voting through ballot paper shall also be made available at the venue of the Meeting. The Members attending the Meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e. 16th August, 2024.

21. The route map of the venue of the Meeting is given in the Annual Report. Prominent landmark for easy location of the AGM hall is next to Nehru Planetarium.
22. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meeting (SS-2), an explanatory statement setting out the material facts concerning Special Business to be transacted at the Meeting is annexed and forms part of this Notice.
23. The Shareholders who have not registered their email ID with the Company can access the Annual Report on the website of the Company www.anuhpharma.com and website of the stock exchange i.e. BSE Limited www.bseindia.com. Shareholder who would like to obtain pdf copy on their email ID may write an email to anuh@sk1932.com/aplscs@sk1932.com. Pursuant to the Circulars mentioned above, the Company has not printed the Annual Reports and hence no hard copies of the Annual Report will be provided.
24. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For Resident shareholders, taxes shall be deducted at source under section 194 of the Act, as follows:

Valid PAN of shareholder available with the Company	10% or as notified by the Government of India
Shareholders without PAN/invalid PAN with the Company	20% or as notified by the Government of India
Shareholder who has not filed returns of tax for FY 19 and 20 before the due date and aggregate of tax deducted at source is Rs. 50,000 or more in each of these two years	20%**

** TDS rate is applicable for dividend paid on or after July 1, 2021.

However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received by them does not exceed Rs. 5,000/- and also in cases where shareholder provides form 15G (applicable to any person other than HUF or a Company or a firm)/form 15H (applicable to an individual who is 60 years and older) subject to conditions specified in the Act. Shareholders may also submit any other document as prescribed under the Act to claim a lower/nil withholding tax. PAN is mandatory for shareholders providing form 15G/form 15H or any other documents as mentioned above. The formats of form 15G/form 15H are also available on the website of our registrar and transfer agent (RTA) Bigshare Services Private Limited at www.bigshareonline.com.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- (i) Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962
- (ii) Copy of Tax Residency Certificate for fiscal 2022 obtained from the revenue authorities of the country of tax residence, duly attested by member
- (iii) Self-declaration in Form 10F
- (iv) Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty
- (v) Self-declaration of beneficial ownership by the non-resident shareholder
- (vi) Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT

Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents on or before 22nd August, 2024. Members are requested to visit www.anuhpharma.com for more instructions and information on this subject. No communication would be accepted from members after 22nd August, 2024 regarding tax withholding matters. Shareholders may write to investor@bigshareonline.com for any clarifications on this subject.

The aforementioned documents are required to be sent to the Bigshare:

By Post / Courier / Hand Delivery / Email	M/s Bigshare Services Pvt. Ltd. Unit: Anuh Pharma Ltd. Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 Tel : +91-22-62638200; Fax: +91-22-62638299 Email: investor@bigshareonline.com
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25. Bigshare i-Vote E-Voting System

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- The voting period begins on 20th August, 2024 at 09:00 AM and ends on 22nd August, 2024 at 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 16th August, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

- Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website

Type of shareholders	Login Method
	<p>for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.**
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **IAM NOT A ROBOT (CAPTCHA)** option and login.
NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **IAM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.

- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET’**.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Investor Mapping:**
- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
 - Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
 - Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.

Note: The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select **“VOTE FILE UPLOAD”** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD 2:

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Ankit Kishor Chande, Cost Accountant, (Certificate of Practice No. 34051) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2024-25.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors of Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand Only) has to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor(s) for the financial year 2024-25.

The Board of Directors recommends the resolution set forth in Item No. 4 for the approval of the Members as an Ordinary Resolution.

None of the Directors and Key Managerial personnel or their relatives is interested in the above resolution.

Item No. 6

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 17th May, 2024, approved revision in remuneration of Mr. Ritesh Shah, Joint Managing Director of the Company with effect from 01st April, 2024, on the terms and conditions as enumerated in the resolution at Item No. 6 of this Notice, subject to the approval of the Shareholders 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. Ritesh Shah, as Joint Managing Director, shall be paid the remuneration as stated in resolution at Item No. 6, with the liberty to the Board to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Joint 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. Ritesh 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. Accordingly, the resolution set out at Item No. 6 of the Notice is recommended to be passed as Special Resolution.

The Board of Directors recommends the resolution set forth in Item No. 6 for the approval of the Members as a Special Resolution.

Save and except Mr. Ritesh Shah, Joint Managing Director, Mr. Vivek Shah, Joint Managing Director and Mr. Bipin Shah, Vice Chairman, none of the Directors, Key Managerial Personnel or their relatives are interested in the above resolution.

Item No. 7

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 17th May, 2024, approved revision in remuneration of Mr. Vivek Shah, Joint Managing Director of the Company with effect from 01st April, 2024, on the terms and conditions as enumerated in the resolution at Item No. 7 of this Notice, subject to the approval of the Shareholders 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. Vivek Shah, as Joint Managing Director, shall be paid the remuneration as stated in resolution at Item No. 7, with the liberty to the Board to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Joint 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. Vivek 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. Accordingly, the resolution set out at Item No. 7 of the Notice is recommended to be passed as Special Resolution.

The Board of Directors recommends the resolution set forth in Item No. 7 for the approval of the Members as a Special Resolution.

Save and except Mr. Vivek Shah, Joint Managing Director, Mr. Ritesh Shah, Joint Managing Director and Mr. Bipin Shah, Vice Chairman, none of the Directors, Key Managerial Personnel or their relatives are interested in the above resolution.

For and on behalf of the Board of Directors

Sd/-

Manan Vadhan

Company Secretary & Compliance Officer

Place : Mumbai

Date : May 17, 2024

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment/re- appointment at the 64th AGM

[Pursuant to Regulation 36(3) of Listing Regulations, 2015 and Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India]

1. Mr. Samir J. Shah

Name of the Director	Mr. Samir J. Shah
Designation	Director
Director Identification Number	00157396
Age	57 Years
Nationality	Indian
Date of First appointment on the Board	09/08/2016
Qualification	Mr. Samir J. Shah is a Commerce Graduate
Expertise in functional area	Mr. Samir J. Shah has over 3 decades of experience in Pharma Industry and is involved with the SK Group's various business activities like Pharmaceutical formulation manufacturing, exports, distribution etc
Number of Equity Shares held in the Company	862502
Directorship and Committee Membership of other Board as on 31.03.2024	Director of Anuh Pharma Limited
Number of Board meeting attended during the year	5(Five)
Relationship with other Directors, Manager and KMP	Nephew of Mr. Bipin N. Shah, Vice Chairman of the Company.

2. Mr. Ketan L. Shah

Name of the Director	Mr. Ketan L. Shah
Designation	Director
Director Identification Number	00083326
Age	52 Years
Nationality	Indian
Date of First appointment on the Board	09/08/2016
Qualification	Mr. Ketan L. Shah is a Commerce Graduate
Expertise in functional area	Mr. Ketan L. Shah has hands on experience of over 2 Decades in Production Planning, Financing Arrangements, Marketing and Raw Material Sourcing. Under his management, SK group formed other Manufacturing unit in the name and style of Eskay Speciality Chemicals, which is located in Surat Special Economic Zone and is 100% export unit.
Number of Equity Shares held in the Company	239500
Directorship and Committee Membership of other Board as on 31.03.2024	Director of Anuh Pharma Limited Member of Stakeholder Relationship Committee of Anuh Pharma Limited
Number of Board meeting attended during the year	3 (Three)
Relationship with other Directors, Manager and KMP	Nephew of Mr. Bipin N. Shah, Vice Chairman of the Company.

PROXY FORM
(FORM NO. MGT - 11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : **ANUH PHARMA LIMITED** CIN : **L24230MH1960PLC011586**
Registered office : 3-A Shivsagar Estate, North Wing, Dr. Annie Besant Road, Worli, Mumbai 400 018.

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
Folio No./*Client ID :	
*DP ID :	

I/We, being the Member(s) of _____ shares of **Anuh Pharma Limited.**, hereby appoint:

1. Name: _____

Address: _____

Having Email Id _____ or failing him/her

2. Name: _____

Address: _____

Having Email Id _____ or failing him/her

3. Name: _____

Address: _____

Having Email Id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **64th Annual General Meeting** of the Company, to be held on Friday, August 23, 2024 at 04.00 P.M. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018 and at any adjournment thereof in respect of following resolutions as are indicated below:

Resolution No's.	Particulars of Resolution
1.	Adoption of Audited Financial Statements and Reports of the Board of Directors and Auditors thereon, for the financial year ended March 31, 2024
2.	Declaration of Final Dividend of Rs. 2.50/- per Equity Shares of the Company for the financial year 2023-24.
3.	Re-Appointment of a Director in place of Mr. Samir Jayantilal Shah (DIN: 00157396) who retires by rotation and, being eligible seeks re-appointment.
4.	Re-Appointment of a Director in place of Mr. Ketan Lalit Shah (DIN: 00083326) who retires by rotation and, being eligible seeks re-appointment.
5.	Ratification of remuneration of Mr. Ankit Kishor Chande , Cost Accountants (Certificate of Practice No. 34051) as a Cost Auditor for the financial year 2024-25.
6.	Revision in remuneration payable to Mr. Ritesh B. Shah (DIN: 02496729) , Joint Managing Director of the Company for the financial year 2024-25.
7.	Revision in remuneration payable to Mr. Vivek Shah (DIN: 02878724) , Joint Managing Director of the Company for the financial year 2024-25.

Affix a
Rs. 1/-
Revenue
Stamp

Signed this _____ day of _____ 2024.

Signature of Shareholder across
Revenue Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

* Applicable for investors holding shares in electronic form.

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a Member of the Company.
- (3) It is optional to indicate your preference, if you leave the for or against column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
- (4) A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total Share Capital of the Company carrying voting rights. A Member holding more than 10% of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (5) Appointing a proxy does not prevent a Member from attending the Meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ANUH PHARMA LIMITED

CIN : L24230MH1960PLC011586

Registered office: 3-A Shivsagar Estate, North Wing, Dr. Annie Besant Road, Worli, Mumbai 400 018.
Tel: +91 22 6622 7575; **Fax:** +91 22 6622 7600; **Website:** www.anuhpharma.com; **Email:** anuh@sk1932.com

ATTENDANCE SLIP

64th Sixty-Fourth Annual General Meeting - Friday, August 23, 2024 at 04.00 P.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the Meeting.

I hereby record my presence at the 64TH SIXTY-FOURTH ANNUAL GENERAL MEETING of the Company held on Friday, August 23, 2024 at 04.00 PM at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018.

Name and Registered Address of the Shareholder : _____

Name(s) of the Joint Shareholder(s), if any : _____

Name of the Proxy/Representative, if any : _____

Registered DP ID*		Registered Folio No.	
Registered Client ID*		No. of Shares held	

* Applicable for investors holding shares in electronic form.

 Signature of the Shareholder/Proxy



Route Map for AGM Venue

