

## **Anup Malleables Limited**

Regd. Office: 46B Rafi Ahmed Kidwai Road, 2nd Floor, Kolkata - 700 016

TELEFAX 91-33-30224544, E-mail: Sharma@anupmalleables.com

CIN: L27310WB1981PLC033923

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### **NOTICE**

Notice is hereby given that the Thirty Third Annual General Meeting of Anup Malleables Limited will be held on Monday, 29<sup>th</sup> September, 2014 at 11.30 AM. at 46B Rafi Ahmed Kidwai Road, 2<sup>nd</sup> Floor, Kolkata - 700 016 to transact the following businesses:

#### **AS ORDINARY BUSINESS:**

1. To consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014, the statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To consider and if thought fit to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modifications or re-enactments thereof M/s. Ashok Kedia & Company, Chartered Accountant, having Firm's Registration No. 323330E be and they are hereby appointed as the Statutory Auditors of the Company with effect from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held next thereafter on a remuneration to be fixed by the Board of Directors."

#### **AS SPECIAL BUSINESS:**

##### **As an Ordinary Resolution:**

To consider and if thought fit to pass with or without modification the following Resolutions as Ordinary Resolution:

3. "RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013 read with Clause IV of Schedule IV of the Companies Act, 2013, other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modifications or re-enactments thereof Mr. Sushil Kumar (06763392), a non-executive Director of the Company whose period of office is liable to retirement by rotation be and he is hereby appointed as an Independent Director of the Company and he shall hold office for a term of five consecutive years from the date of this Annual General Meeting or till the date of the 37<sup>th</sup> Annual General Meeting whichever is earlier."

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4. "RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013 read with Clause IV of Schedule IV of the Companies Act, 2013, other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modifications or re-enactments thereof Mr. Vikash Agarwal (DIN: 06763404), a non- executive Director of the Company whose period of office is liable to retirement by rotation be and he is hereby appointed as an Independent Director of the Company and he shall hold office for a term of five consecutive years from the date of this Annual General Meeting or till the date of the 37<sup>th</sup> Annual General Meeting whichever is earlier."
5. "RESOLVED THAT pursuant to Section 149, 150 and 152 of the Companies Act, 2013 read with Clause IV of Schedule IV of the Companies Act, 2013, other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modifications or re-enactments thereof Mr. Sanjeev Choudhary (DIN: 02788969), a non- executive Director of the Company whose period of office is liable to retirement by rotation be and he is hereby appointed as an Independent Director of the Company and he shall hold office for a term of five consecutive years from the date of this Annual General Meeting or till the date of the 37<sup>th</sup> Annual General Meeting whichever is earlier."
6. "RESOLVED THAT pursuant to the provisions of Section 260, 269 of the Companies Act, 1956 read with Schedule XIII , and all applicable guidelines issued by the Central Government from time to time (corresponding sections being Sections 160, 198 and 203 of the Companies Act, 2013 read with Schedule V) Mr. Ayush Agarwalla (DIN: 03051060), who was appointed as an Additional Director designated as the Wholetime Director of the Company w.e.f 21.11.2013 and who holds office upto the date of this Annual General Meeting be and he is hereby appointed as the Wholetime Director of the Company , without any remuneration, for a period of three years with effect from 21.11.2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorized to do or cause to be done in the name and at the cost of the Company all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution."

7. "RESOLVED THAT pursuant to the provisions of Section 260, 269 of the Companies Act, 1956 read with Schedule XIII , and all applicable guidelines issued by the Central Government from time to time (corresponding sections being Sections 160, 198 and 203 of the Companies Act, 2013 read with Schedule V) Mr. Suyash Khaitan (DIN: 03349969) who was appointed as an Additional Director designated as the Wholetime Director of

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the Company w.e.f 21.11.2013 and who holds office upto the date of this Annual General Meeting be and he is hereby appointed as the Wholetime Director of the Company, without any remuneration, for a period of three years with effect from 21.11.2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorized to do or cause to be done in the name and at the cost of the Company all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution."

8. "RESOLVED THAT pursuant to the provisions of Section 260, 269 of the Companies Act, 1956 read with Schedule XIII , and all applicable guidelines issued by the Central Government from time to time (corresponding sections being Sections 160, 198 and 203 of the Companies Act, 2013 read with Schedule V) Mr. Ashok Khaitan (DIN: 00293871), who was appointed as an Additional Director designated as the Whole time Director of the Company w.e.f 10/01/2014 and who holds office upto the date of this Annual General Meeting be and he is hereby appointed as the Whole time Director of the Company without any remuneration, for a period of three years with effect from 10/01/2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorized to do or cause to be done in the name and at the cost of the Company all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution."

### **AS SPECIAL BUSINESS:**

#### **As a Special Resolution:**

To consider and if thought fit to pass with or without modification the following Resolutions as a Special Resolution:

9. "RESOLVED in supersession of the Resolution passed under Section 293(1)(d) of the Companies Act, if any, and pursuant to Section 180(1)(c) of the Companies Act, 2013,

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other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modifications or re-enactments thereof that the Board of Directors of the Company be and they are hereby authorised and empowered to borrow money in excess of the aggregate of the paid up capital and free reserves of the Company provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, shall not be in excess of Rs. 300 Crores (Rupees Three Hundred crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorized to do or cause to be done in the name and at the cost of the Company all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution."

10. "RESOLVED THAT in supersession of the earlier resolution passed under Section 293(1)(a) of the Companies Act, 1956, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), (including any statutory modification or re-enactment thereof for the time being in force), and Articles of Association of the Company, consent of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any person(s) authorised and/or any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to create mortgage(s) and/or charge(s) and/or hypothecation(s) or other encumbrances, in addition to the mortgage(s)/charge(s)/hypothecation(s) already created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on all or any of the movable and/or immovable assets of all kinds, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the whole or any part of the business and concern of the Company in certain events of default by the Company, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company and/or its subsidiary companies availed/to be availed by way of loan(s) (in foreign currency or Indian rupee) and securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company and/or its subsidiary companies, from time to time, subject to maximum amount of Rs.300 Crores (Rupees Three Hundred Crores Only), together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s)/trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company and/or subsidiary companies in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into/to be entered

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into between the Company and/or subsidiary companies and the lender(s) / agent(s) / trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof duly empowered and the lender(s) / agent(s) / trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents, deeds, writings, papers and agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid."

By Order of the Board  
Anup Malleables Limited

46B Rafi Ahmed Kidwai Road,  
2<sup>nd</sup> Floor, Kolkata - 700 016  
Dated the 2<sup>nd</sup> September, 2014

Sd/-  
Ashok Khaitan  
Managing Director

### **NOTES:**

1. ***A member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the meeting.***

***In terms of Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of not exceeding fifty members and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A member holding more than ten percent of the paid up 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 shareholder.***

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of items of Special Business under Item Nos. 3 to 9 of the Notice is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 25th September 2014 to 29th September 2014 (both days inclusive) for the purpose of holding the AGM of the Company on Monday, 29<sup>th</sup> September, 2014.

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4. A brief resume of the Directors who are proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorship and Membership/ Chairmanship of Board Committees and Shareholding, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Report on Corporate Governance forming part of the Annual Report.
5. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf in the AGM.
6. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. 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 the PAN to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent
9. Members are requested to notify the change in their addresses, if any, and the name of the Bank(s) with account number(s) for inscribing it on the face of the dividend warrant(s) to avoid the fraudulent encashment of the same to the Company/Registrar & Share Transfer Agent (RTA). Members holding shares in dematerialized form should send the above information to their Depository Participants.
10. Members are also requested to notify their email addresses to the Company/Registrar & Share Transfer Agent so that all correspondence including Annual Report, Notices, Circulars etc., can be sent to them electronically in view of Circular No 17/95/2011 CL-V dated 21<sup>st</sup> April, 2011 issued by Ministry of Corporate Affairs. Members willing to receive such correspondence physically free of cost should inform the Company.
11. In all correspondences with the Company/Registrar & Share Transfer Agent (RTA) the members are requested to quote their account/folio numbers and in case their shares are held in dematerialized form, they must quote, their DP ID Number and their Client ID Number.
12. Pursuant to the provisions of Section 205A of the Companies Act, 1956, dividend remaining unclaimed/unpaid for a period of seven years is required to be transferred to the Investor Education and Protection Fund of the Central Government (Fund).

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Accordingly, all unclaimed/ unpaid dividends on expiry of a period of seven years are transferred to the said Fund.

13. In terms of provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders in respect of shares held by them in physical form. The Nomination Form "SH. 13" as stipulated in Rule 19 of Companies (Share Capital and Debentures) Rules, 2014 can be obtained for the purpose from the Company/Registrar & Share Transfer Agent (RTA).
14. The Equity Shares of the Company are listed at The Calcutta Stock Exchange Limited, and Bombay Stock Exchange Limited and listing fee for all the financial years upto the financial year 2014-15 has been paid to the Stock Exchange.
15. The Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March, 2014, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet are available for inspection by the Members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on all working days up to this AGM.
16. Members who wish to obtain information on the Company's Account for the financial year ended 31<sup>st</sup> March, 2014 may visit the Company's registered office or send their queries at least 10 days in advance before the AGM to the Secretary of the Company.
17. **VOTING THROUGH ELECTRONIC MEANS**

I.) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)

II.) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

III.) The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 25, 2014 at 10.00 A.M. and ends on September 26, 2014 at 6.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in

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dematerialized form, as on the cut-off date (record date) of August 22, 2014, may cast the 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.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" 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, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and vote 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc.</li></ul> <p>Example:</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"><li>• Please Enter the DOB or Bank Account Number in order to Login.</li><li>• If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of August 22, 2014</li></ul>



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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selectio screen. However, members holding shares in demat form will now reach 'Password Creatio menu wherein they are required to mandatorily enter their login password in the new passwor field. Kindly note that this password is to be also used by the demat holders for voting fi resolutions of any other company on which they are eligible to vote, provided that compar opts for e-voting through CDSL platform. It is strongly recommended not to share you 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 th resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Anup Malleables Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same th option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implic 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 confirmatio box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vot click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" optio on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and th image verification code and click on Forgot Password & enter the details as prompted by th system.
- (xviii) **Note for Institutional Shareholders**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should b emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created usir the admin login and password. The Compliance user would be able to link the account(s) fi which they wish to vote on.

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- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval 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.

(xix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

18. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [tulsyan.nk@gmail.com](mailto:tulsyan.nk@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before September 25, 2014, upto 6 pm. without which the vote shall not be treated as valid

19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22-August-2014.

20. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 22- August-2014.

21. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 22- August-2014. The facility of e-voting would be provided once for every folio / client irrespective of the number of joint holders.

22. Shri Navin Tulsyan, Practising Chartered Accountant (Certificate of Practice Number 400356) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

23. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and website [www.anupmalleables.com](http://www.anupmalleables.com) of Anup Malleables Limited within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to BSE Limited and CSE Limited.