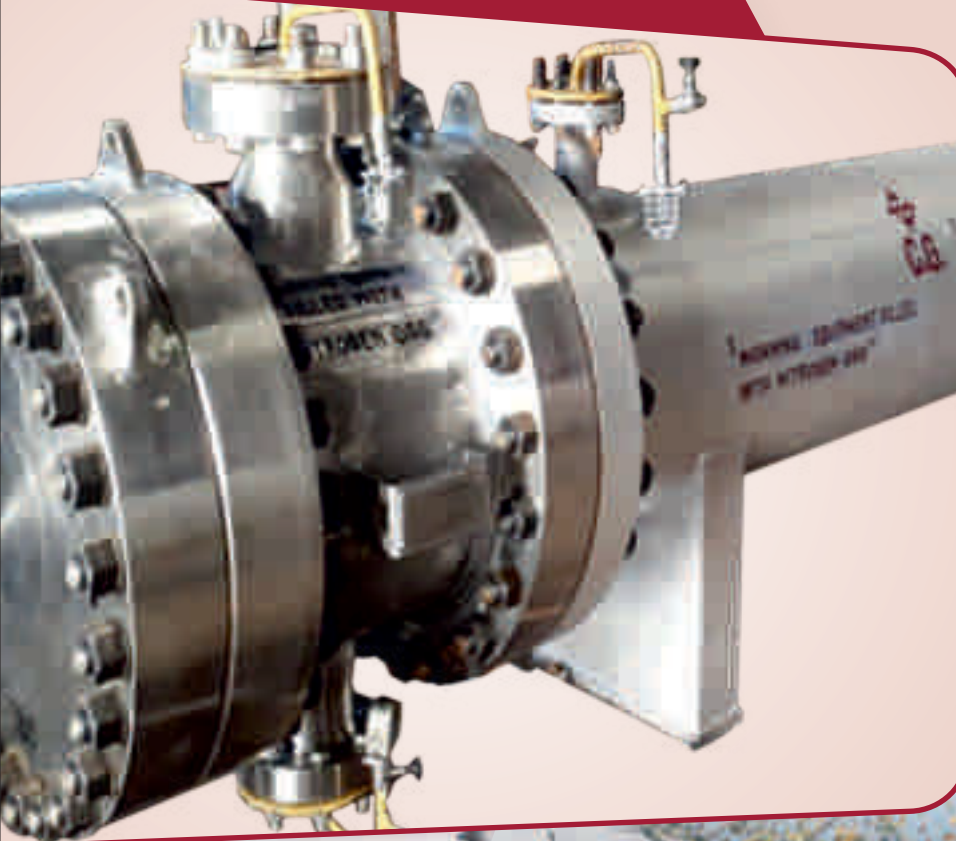


Engineering
infinite
possibilities





WHO WE ARE

The Anup Engineering Limited is India's leading Heat Exchanger Manufacturer. The Company caters to wide range of process industries including Oil & Gas, Petrochemicals, LNG, Fertilizers, Chemicals/Pharmaceuticals, Power, Water, Paper & Pulp and Aerospace with its extensive product range of Heat Exchangers, Reactors, Pressure Vessels, Columns & Towers, Industrial Centrifuges & Formed Components. The Company has a state of the art manufacturing facility set up at Ahmedabad. It is an ISO 14001:2015, ISO 9001:2015, OHSAS 18001:2007 compliant company accredited with ASME U, U2, S and R stamps, PED 97/23/EC, NB registration and approved by IBR. It is one of the pioneers to set-up dish end manufacturing facility way back in Seventies. In fact, Company was one of first fabricators approved by ISRO for supply of very critical and precise components for its various satellite launch vehicles programs.

The Company got listed on NSE and BSE on 1st March, 2019. The Anup Engineering Limited (Erstwhile subsidiary Company of Arvind Limited) originally incorporated in the year 1962 under the Companies Act, 1956. In the year 2017 a holding Company Arvind Limited had decided to demerge its subsidiary The Anup Engineering Limited as separate entity under the provisions of sections 230 to 232 read with section 66 and other applicable provision of the Companies Act, 2013. The Hon'ble National Company Law Tribunal ("NCLT"), Bench at Ahmedabad, vide its Order dated 26th October 2018, has approved the Composite Scheme of Arrangement and that the Company was demerged from Arvind Limited and amalgamated in to Anveshan Heavy Engineering Limited (Transferee Company) and subsequently by virtue of said order the name of Anveshan Heavy Engineering Limited changed to The Anup Engineering Limited.



Corporate Information

Board of Directors

Mr. Sanjay S. Lalbhai	Chairman & Non-Executive Director
Mr. Punit S. Lalbhai	Non-Executive Director
Mr. Samvegbhai Lalbhai	Non-Executive Director
Mr. Arpit Patel	Independent Director
Mr. Ganpatraj Chowdhary	Independent Director
Ms. Reena Bhagwati	Independent Director

Audit Committee

Mr. Arpit Patel	Chairman
Mr. Ganpatraj Chowdhary	Member
Ms. Reena Bhagwati	Member

Nomination and Remuneration Committee

Mr. Arpit Patel	Chairman
Mr. Punit S. Lalbhai	Member
Mr. Ganpatraj Chowdhary	Member

Stakeholders Relationship Committee

Mr. Punit S. Lalbhai	Chairman
Mr. Arpit Patel	Member
Mr. Ganpatraj Chowdhary	Member

Corporate Social Responsibility Committee

Mr. Punit S. Lalbhai	Chairman
Mr. Arpit Patel	Member
Mr. Ganpatraj Chowdhary	Member

Key Managerial Personnel

Mr. Rishi Roop Kapoor	Chief Executive Officer
Mr. Rakesh Kumar Poddar	Chief Financial Officer
Mr. Chintankumar Patel	Company Secretary

Auditors

M/s. Sorab S. Engineer & Co.
804, Sakar-IX, Besides Old RBI,
Ashram Road, Ahmedabad – 380 009

Bankers

ICICI Bank Limited
HDFC Bank Limited
Bank of Baroda

Registered/ Corporate Office

The Anup Engineering Limited
(Formerly Known as Anveshan Heavy Engineering Limited)
CIN: L29306GJ2017PLC099085
Behind 66 KV Elec. Sub-Station,
Odhav Road, Ahmedabad- 382415
Tel: +91 79 2287 2823, 2287 0622 Fax: +91 79 2287 0642
Email: investorconnect@anupengg.com
Website: www.anupengg.com

Registrar and Transfer Agents

Link Intime India Private Limited
506-508, Amarnath Business Centre-1 (abc-1),
Beside Gala Business Centre,
Near St. Xavier's College Corner, Off C G Road,
Ellisbridge, Ahmedabad 380006
Tel No : +91 79 26465179/86/87
E-mail id : ahmedabad@linkintime.co.in
Website : www.linkintime.co.in

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Letter from the CEO

Dear Shareholder,

The success and tribulations of the past ignite the journey towards the future. If the last financial year 2018-19 is anything to go by, we are looking at another challenging, yet fulfilling year ahead of us.

The last financial year was witness to your company entering the segment of high end equipment for the fertilizer sector as well as for the BS6 projects in the refineries. On the execution front it was team work at its best to achieve successful completion and delivery of some of the most challenging equipment ever to our esteemed end users in refineries and fertilizers. We were able to strengthen our proprietary product portfolio through a technology tie-up for a globally established, advanced Heat Exchanger design.

On the financial front, the Revenue from Operations clocked double digit growth with ROCE of approx. ~ 18%. Profit Before Tax stood at ₹58.78 Crore (+12%). Profit After Tax was ₹41.98 crores and EPS stood at ₹41.19 on face value of ₹10/- each. The board has recommended a dividend of 70% i.e. ₹7/- per equity share of ₹10/- each for the year ended on 31st March, 2019, which is the highest so far.

In the recent years, the process equipment market in general and heat exchangers in particular, has witnessed significant advancements in technology owing to increasing demand for recovering valuable energy, reducing costs, and limiting environmental emissions. These developments include deployment of new and efficient heat exchangers, innovative heat transfer equipment designs, as well as the introduction of systems of heat exchangers in various industrial processes.

The overall market outlook for process equipment demand continues to be positive and that reflects in the enquiry pipeline that we already have. Whilst we are seeing traction in final investment decisions on several major projects across the global markets in traditional sectors like Refineries, Petrochemicals & Fertilizers, we have planned to enhance our market reach by increasing efforts in geographically new markets like the Middle East, Russia and the Americas and to focus on relatively newer Industrial sectors for us viz LNG, Coal Gasification, Water, Chemical, Pharmaceutical and Power. We are confident of creating more opportunities in the coming years to ensure optimal utilization of your company's growing engineering and manufacturing capabilities.

Significantly high opening order book for the year and augmented capacities and capabilities should accelerate sustainable and profitable growth of your company in medium to long term.

Apart from reaching out to new markets and expanding our product range to include the most critical equipment, we have also taken solid initial steps to hone and augment our substantial engineering skills and manufacturing capabilities to another level. We not only invested in latest design software but have built technically competent teams of engineers across functions. In a way we have laid the foundations to become a complete solutions provider in future with strong competencies built around our core competence which shall continue to be manufacturing. We have embarked on a Capex Plan of ₹150 Crore, phased over a 3 year period starting from Financial Year 2019-20. In Feb 2019 your company acquired land at Kheda (Approx. 40 kms. from Odhav facility in Ahmedabad) for building a modern, state of the art facility which shall be a major cog in the progress and growth in the coming years. We aim for a quantum leap in our productive capacity in phases, adapting well with the industry dynamics and evolving market scenarios in future.

The journey so far stands testimony to the nucleus of Anup's philosophy - unadulterated teamwork to keep our commitments. Kudos to Team - Anup for believing in this philosophy with heart and passion and living it day and night to script the milestones of this journey. Our customer centricity is the backbone of our resolve to innovate and evolve our capabilities to attain higher levels of customer satisfaction through differentiated offering and to continually strive to exceed expectations on every single opportunity won by your company.

This past year, our approach towards challenges - to learn from our mistakes, and to endeavour to achieve - has been instrumental in consolidating our position as one of the leading process equipment manufacturers. However, our quest to become better, continues.

Best regards,
Rishi Roop Kapoor
Chief Executive Officer

Notice

Notice is hereby given that the 2nd (Second) Annual General Meeting of the Members of **The Anup Engineering Limited** (Formerly known as Anveshan Heavy Engineering Limited) will be held on Wednesday, 7th August, 2019 at 9:30 a.m. at J. B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.
- 2 To declare dividend on equity shares.
- 3 To appoint a Director in place of Mr. Sanjay S. Lalbhai (holding DIN 00008329), who retires by rotation in terms of Article 168 of the Articles of Association of the company and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 4 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 and other provisions, if any, of the Companies Act 2013, read with the Companies [Audit and Auditors] Rules, 2014 [including any statutory modification (s) or re-enactment (s) thereof for the time being in force], the consent of the members be and is hereby accorded to ratify the remuneration, decided by the Board of Directors on the recommendations of the Audit Committee, of ₹ 25,000 (Rupees Twenty Five Thousand) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit, payable to M/s. Maulin Shah & Associates, Cost Accountants, Ahmedabad, having Firm Registration No. 32503, appointed by the Board to conduct the audit of cost records maintained by the company in respect of Heat Exchangers / Pressure Vessels / Columns / Reactors etc. products for the Financial Year ended 31st March, 2020.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.

- 5 To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Samvegubhai Lalbhai (DIN: 00009278) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 1st November, 2018 and holds office until the conclusion of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying the intention to propose appointment of Mr. Samvegubhai Lalbhai as a Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

- 6 To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Arpit Patel (DIN: 00059914), who was appointed as Independent Director w.e.f. 1st November 2018 and who qualifies for being appointed as an Independent Director and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years up to 31st October 2023.

- 7 To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ganpatraj Chowdhary (DIN: 00344816), who was appointed as Independent Director w.e.f. 1st November, 2018 and who qualifies for being appointed as an Independent Director and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years up to 31st October 2023.

- 8 To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Reena Bhagwati (DIN: 00096280), who was appointed as Independent Director w.e.f. 1st November, 2018 and who qualifies for being appointed as an Independent Director and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of

the Company, not liable to retire by rotation and to hold office for a term of five consecutive years up to 31st October 2023.

- 9 To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Sections 197 and 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and subject to all approvals, permissions and sanctions as may be necessary, approval of the Company be and is hereby accorded for the payment of commission to the Director(s) of the Company who is / are neither in the whole time employment nor managing director(s), in accordance with and up to the limits not exceeding 1% as laid down under the provisions of Section 197 of the Act, computed in the manner specified in the Act, and be paid to the Directors of the Company or some or any of them (other than the Managing Director and Whole time Director(s)), for a period of 5 years from 1st April, 2019 to 31st March, 2024 in such manner and up to such amount within the above limit as the Board and/or Committee of the Board may, from time to time, determine.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Committee constituted by the Board be and are hereby authorized to take all actions and do all such 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 this regard.

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

RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(b) of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto ("the SEBI ESOS Regulations") as and when they become applicable to the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations") as and when they become applicable to the Company, the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (which shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board of Directors constituted by the Board, to exercise its powers including powers conferred by this Resolution) (hereinafter referred to as "the Board" or as "the Committee"), consent of the Shareholders be and is hereby accorded to create, offer, issue and allot at any time in one or more tranches to or for the benefit of such person(s) who are in permanent employment of the Company, whether working in India or out of India, including Director of the Company, whether Whole-time director or not, but excluding Promoter, Promoter group and independent Directors and such other persons as may from time to

time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as "Employees") selected on the basis of criteria decided by the Board such number of stock options exercisable into not more than 5,00,000 (Five Lakhs only) equity shares of the Company of face value of ₹ 10/- each, under one or more Employee Stock Option Schemes, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority.

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, for the purpose of making a fair and reasonable adjustment, the number of options to be granted and / or the exercise price payable under the Schemes shall be appropriately adjusted, without affecting any other rights or obligations under the Schemes.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of options from time to time in accordance with the employee stock option Schemes and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said option grantees.

RESOLVED FURTHER THAT the Board/Committee, be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation/reference to the amendment of the Scheme to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to vary, amend, modify or alter the terms of the Scheme in accordance with and subject to the terms of the Act and any Guidelines, Rules or Regulations that may be issued by any regulatory/statutory authority, as applicable.

RESOLVED FURTHER THAT the Board/Committee, be and is hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above.

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

RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(b) of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange

Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto (“the SEBI ESOS Regulations”) as and when they become applicable to the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”) as and when they become applicable to the Company, the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (which shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board of Directors constituted by the Board, to exercise its powers including powers conferred by this Resolution) (hereinafter referred to as “the Board” or as “the Committee”), consent of the Shareholders be and is hereby accorded to create, offer, issue and allot at any time to or for the benefit of such person(s) who are in permanent employment of the holding company and the subsidiaries of the Company (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time), whether working in India or out of India, including Director of the Company, whether Whole-time director or not, but excluding Promoter, Promoter group and independent Directors and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as “Employees”) selected on the basis of criteria decided by the Board such number of stock options exercisable into not more than 5,00,000 (Five Lakhs only) equity shares of the Company of face value of ₹ 10/- each, under one or more Employee Stock Option Schemes, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority.

RESOLVED FURTHER THAT the maximum number of stock incentives granted to Eligible Employees of the Company, its holding Company and its subsidiaries under the scheme shall not cumulatively exceed 5,00,000 (Five Lakhs only) stock options exercisable into not more than 5,00,000 (Five Lakhs only) equity shares of face value ₹ 10/- each.

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, for the purpose of making a fair and reasonable adjustment, the number of options to be granted and / or the exercise price payable under the Schemes shall be appropriately adjusted, without affecting any other rights or obligations under the Schemes.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of options from time to time in accordance with the employee stock option Schemes and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Schemes shall automatically stand augmented or reduced,

as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said option grantees.

RESOLVED FURTHER THAT the Board/Committee, be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation/reference to the amendment of the Scheme to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to vary, amend, modify or alter the terms of the Scheme in accordance with and subject to the terms of the Act and any Guidelines, Rules or Regulations that may be issued by any regulatory/statutory authority, as applicable.

RESOLVED FURTHER THAT the Board/Committee, be and is hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above.

Registered Office:

Behind 66 KV Elec. Sub-Station,
Odhav Road,
Ahmedabad-382415

Date: 20th May, 2019

**By order of the Board
For The Anup Engineering Limited**

**Chintankumar Patel
Company Secretary**

NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 4 to 11 of the Notice, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as a Director under Item No. 3,5,6,7 and 8 of the Notice are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of AGM. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 1st August 2019 to Wednesday, the 7th August 2019 (both days inclusive).
4. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No.
5. The dividend on equity shares for the year ended 31st March, 2019, if declared at the meeting, will be paid/dispached on due date to those members whose names appear on the Company's Register of Members on 7th August, 2019 or on records of National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on 31st July 2019.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd. in case the shares are held by them in physical form.

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 DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Pvt. Ltd.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Link Intime India Pvt. Ltd. for assistance in this regard.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime India Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. In case of joint holders attending the AGM, 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.
10. Members intending to require information about Accounts in the Meeting are requested to inform the Company at least 7 days in advance of the AGM.
11. The Notice of the AGM along with the Annual Report 2018-19 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 2018-19 will also be available on the Company's website www.anupengg.com > Investor.

12. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/Link Intime India Pvt. Ltd.
13. All documents referred to in the accompanying Notice of the AGM and explanatory statement shall be open for inspection without any fee at the registered office of the Company during normal business hours on any working day upto and including the date of the AGM of the Company.
14. The route map showing directions to reach the venue of the AGM is annexed with attendance slip.
15. Instructions for e-Voting:

A separate sheet containing the complete details of the instructions for e-Voting is being sent to all the shareholders along with the Annual Report for the year 2018-19 to enable them to cast their votes through e-Voting.

Registered Office:

Behind 66 KVElec. Sub-Station,
Odhav Road,
Ahmedabad-382415

Date: 20th May, 2019

**By order of the Board
For The Anup Engineering Limited**

**Chintankumar Patel
Company Secretary**

Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013:

Item No. 4

The Board of Directors on the recommendation of the Audit Committee, re-appointed M/s. Maulin Shah & Associates, Cost Accountants, Ahmedabad as the Cost Auditors to carry out the audit of cost records of the Company for the financial year 2019-20 and fixed the remuneration of ₹ 25,000/- (Twenty Five Thousand Only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies [Audit and Auditors] Rules, 2014, the remuneration fixed by the Board of Directors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution for ratification of remuneration payable to the Cost Auditors to carry out the audit of cost records of the Company for the financial year 2019-20.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

The Board recommends this Ordinary Resolution for your approval.

Item No. 5

Mr. Samveg bhai Lalbhai, was appointed as an Additional Director w.e.f 1st November, 2018. He holds a Bachelor's degree in Commerce from Gujarat University. He is actively associated with Ahmedabad Textile Mills Association, Ahmedabad Textile Industry's Research Association, Gujarat Chamber of Commerce and Industry and Indian Cotton Mills Federation. He is also associated with some of the social institutions established by Lalbhai Group.

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Samvegghai Lalbhai as Non-Executive Director. Hence Board of Directors has proposed that Mr. Samvegghai Lalbhai be appointed as the Non-Executive Director of the Company, who shall be liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Samvegghai Lalbhai for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Mr. Samvegghai Lalbhai and his relatives are interested in this resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this ordinary resolution.

The Board recommends this Ordinary Resolution for your approval.

Item No. 6

The Board of Directors of the Company ('the Board') on 1st November 2018, recommended the appointment of Mr. Arpit Patel as an Independent Director of the Company w.e.f. 1st November 2018 to the members, in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof and his appointment shall not be subject to retirement by rotation.

He is a senior Chartered Accountant with broad experience in handling assignments ranging from statutory audit to corporate advisory involving interplay of various laws. He has contributed as a Partner at M/s. Kantilal Patel & Co. and M/s. S.R. Batliboi & Co. LLP (a member firm of EY Global). He is a member of Audit Committee, Nomination and Remuneration Committee, Stakeholder relationship Committee and Corporate Social Responsibility committee of the Company. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Arpit Patel as an Independent Director. Mr. Arpit Patel fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Consent of the Members is required for appointment of Mr. Arpit Patel, in terms of Section 149 of the Act. Requisite Notice proposing the appointment of Mr. Arpit Patel has been received by the Company, and consent has been filed by Mr. Arpit Patel pursuant to Section 152 of the Act.

Mr. Arpit Patel and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution.

The Board recommends this Ordinary Resolution for your approval.

Item No. 7

The Board of Directors of the Company ('the Board') on 1st November 2018, recommended the appointment of Mr. Ganpatraj Lalchand Chowdhary as an Independent Director of the Company w.e.f. 1st November 2018 to the members, in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015') or any amendment thereto or modification thereof and his appointment shall not be subject to retirement by rotation.

He is Chairman & Managing Director of Riddhi Siddhi Gluco Biols Limited & Shree Rama Newsprint Limited. He spent more than 26 years as entrepreneur. He is a member of Audit Committee, Nomination and Remuneration Committee, Stakeholder relationship Committee and Corporate Social Responsibility committee of the Company. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ganpatraj Chowdhary as an Independent Director. Mr. Ganpatraj Chowdhary fulfils the conditions specified in Section 149(6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Consent of the members is required for appointment of Mr. Ganpatraj Chowdhary in terms of Section 149 of the Act. Requisite Notice proposing the appointment of Mr. Ganpatraj Chowdhary has been received by the Company and consent has been filed by Mr. Ganpatraj Chowdhary pursuant to Section 152 of the Act.

Mr. Ganpatraj Chowdhary and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution.

The Board recommends this Ordinary Resolution for your approval.

Item No. 8

The Board of Directors of the Company ('the Board') on 1st November 2018, recommended the appointment of Ms. Reena Bhagwati as an Independent Director of the Company with effect from 1st November 2018 to the members, in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof and his appointment shall not be subject to retirement by rotation.

She is having 28 years of successful experience providing Fiscal, Strategic and Operations leadership in various Engineering businesses. She is a dynamic, results oriented leader with a proven track record in Foundry and other Engineering businesses. She is a member of Audit Committee of the

Company. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Reena Bhagwati as an Independent Director. She fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Consent of the members is required for appointment of Ms. Reena Bhagwati, in terms of Section 149 of the Act. Requisite Notice proposing the appointment of Ms. Reena Bhagwati has been received by the Company, and consent has been filed by Ms. Reena Bhagwati pursuant to Section 152 of the Act.

Ms. Reena Bhagwati and her relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution.

The Board recommends this Ordinary Resolution for your approval.

Item No. 9

The Non-Executive Directors and the Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, corporate strategy, information systems and finance.

Section 197 of the Companies Act, 2013 permits the payment of remuneration to a Director who is neither a Whole-time Director, nor a Managing Director of a Company, by way of commission not exceeding 1% of the net profits of the Company, if the Company authorizes such payment by a Special Resolution at the General Meeting of the Company. The Non-executive Directors including Nominee Directors are required to devote more time and attention to the Company, particularly in view of the more responsibility expected of them through Corporate Governance Policies. The Board, therefore, recognizes the need to suitably remunerate the director(s) of the Company who are neither in the whole-time employment nor managing director(s) with commission up to a ceiling of 1% of the net profits, if any, of the Company, as and when required, computed in the manner specified in the Act, for a period of 5 years from 1st April 2019 to 31st March 2024.

The Board and/or Committee of the Board may from time to time determine, as and when required, the amount of commission within the limit of 1% of the net profit and the same be apportioned amongst the Non-Executive Directors [other than the Managing Director and Whole-time Director(s)] in such manner as the Board and/or Committee may deem fit for a period from 1st April, 2019 to 31st March, 2024. The payment of remuneration by way of commission to Non-Executive Directors will be in addition to the sitting fees payable to them for attending each meeting of the Board/Committee.

All the Non-executive Directors of the Company, may be deemed to be concerned or interested in this resolution to the extent of commission that may be payable to them from time to time.

The Board recommends this Ordinary Resolution for your approval.

Item No. 10 and 11

Stock Options are an effective instrument to attract, reward and retain the talented and key Employees in the Company. They also create a sense of

ownership and participation amongst the employees of the Company and achieve sustained growth of the Company by creation of shareholder value by aligning the interests of the employees with that of the Organization.

The Board of Directors, keeping in view of the above-mentioned objectives, at their meeting held on 20th May 2019 formulated ANUP - Employee Stock Option Scheme - 2019 ("ANUP ESOS 2019") for the present and/or future permanent employees of the Company including holding company and subsidiary companies of the company (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time) (hereinafter referred to as 'employees' or 'said employees') in accordance with the applicable laws.

In terms of the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, issue of equity shares to the employees requires an approval of the Members by way of a Special Resolution and accordingly, the said Special Resolution seeks your approval for the further issue of Equity Shares under the ANUP ESOS 2019, to the employees of the Company, as may be determined by the Nomination and Remuneration Committee.

The Salient features of the ANUP ESOS 2019 as per Regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are as follows:

a) Brief description of the Scheme

The Company recognizes and appreciates the critical role played by the employees of the Company in bringing about growth of the organization. It strongly feels that the value created by them should be shared with them. To promote the culture of employee ownership in the Company, approval of the shareholders is being sought for issue of stock options to the employees of the Company. The purpose of the Scheme is:

- Creation of wealth
- Retention of critical Employees
- Increase the performance of Employees

The Scheme shall be administered by the Board/Committee.

b) The total number of options to be granted

The total number of options that may, in the aggregate, be issued would be such number of options which shall entitle the option holders to acquire in one or more tranches up to 5,00,000 (Five Lakhs only) equity shares of ₹ 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time). The Employees are not required to pay any amount at the time of grants made to them.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of Option grantees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed/cancelled options as per the provisions of ESOS - 2019.

The Board/Committee shall in accordance with the Applicable Laws determine the procedure for making a fair and reasonable adjustment to the ESOS entitlement of an Option Grantee in case of a