



ANGLO-FRENCH DRUGS & INDUSTRIES LIMITED

January 24, 2022

To,
Listing Compliance Department
Metropolitan Stock Exchange of India Ltd.
Vibgyor Towers, 4th Floor, Plot No. C-62,
G-Block, Opposite Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai- 400098

Dear Sir/ Madam,

Sub: Submission of Postal Ballot Notice

In accordance with the requirements of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot alongwith Explanatory Statement seeking approval of Shareholders.

The Postal Ballot notice together with Explanatory Statement has been dispatched in electronic mode to all the Shareholders whose email addresses are registered with the Company/ depository. The documents can also be accessed on the website of the Company www.afdil.com.

Please take the above information on your records.

Thanking you,

Yours faithfully,

For **Anglo-French Drugs & Industries Ltd.**

DEEPA
RAMACHAN
DRAN

Digitally signed by
DEEPA
RAMACHANDRAN
Date: 2022.01.24
14:37:10 +05'30'



Deepa Ramachandran
Company Secretary & Compliance Officer

Place: Bengaluru

Encl: a/a



Anglo-French Drugs & Industries Limited

No.41, 3rd Cross, V Block, Rajajinagar,
Bengaluru – 560 010.

CIN: L24230KA1923PLC010205

Website: www.afdil.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice of Postal Ballot is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 (**“the Rules”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2 (SS-2), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and other applicable laws and regulations, that the resolution appended below is proposed to be passed by Members through Postal Ballot by way of remote Electronic Voting (e-voting).

In compliance with the provisions of General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (**“MCA Circulars”**) issued by Ministry of Corporate Affairs and on account of threat posed by the continuing COVID-19 pandemic situation, the Company is sending Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal ballot and Members are required to communicate their assent/dissent through the remote e-voting system only. The process of registration of email IDs is provided in the Notes below and the shareholders are requested to follow the same.

An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof form part of this Postal Ballot notice (**“Postal Ballot Notice”**).

The Board of Directors of the Company (**“the Board”**), at its meeting held on 17th January, 2022, appointed Mr. Swaroop Suryanarayana, Practicing Company Secretary (FCS No. 8977, CP No.9997) of Swaroop Suri & Associates as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (**“Listing Regulations”**) the Company is also offering facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting. The Company has engaged the services of **National Securities Depository Limited (NSDL)** for the purpose of providing e-voting facility to all its members.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of votes received through e-voting in a fair and transparent manner. The results shall be declared on or before Thursday, February 24, 2022 and communicated to the Metropolitan Stock Exchange of India Limited (**“the Stock Exchange”**), Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the Company’s website www.afdil.com.

You are requested to peruse the proposed resolution alongwith its respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

Item No. 1 – Approval for sale of a portfolio of brands of the Company to Lupin Limited

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

“RESOLVED THAT pursuant to all applicable provisions of Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as **“the Act”**), in accordance with the relevant provisions of Memorandum and Articles of Association of the Company, in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time), and subject to certain agreed conditions and such other approvals, permissions, consents and sanctions being obtained from appropriate authorities to the extent applicable

and necessary, the consent of Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the **Board**” which expression shall include any Committee(s) thereof) to sell a portfolio of brands of the Company (including all rights and interests associated with such products) along with identified intangible assets including without limitation all intellectual property rights (hereinafter referred to as “AFD Assets”) to Lupin Limited for a lumpsum consideration of approximately Rs. 305 crores (Rupees Three Hundred and Five Crores Only) on such terms and conditions as may be agreed by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including negotiation, varying the terms and conditions for sale of portfolio of brands, the consideration therefor, the methods and modes in respect thereof, and finalizing, modifying and executing necessary documents (including execution of a Brand Sale Agreement, contracts, agreements, deeds of assignment / transfer and such other documents), file applications and make representations in respect thereof and seek approval from relevant authorities, including governmental authorities if required, and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any questions, difficulties or doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise 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 be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company or Chief Financial Officer or Company Secretary or any other officer(s) / authorised representative(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors
For **Anglo-French Drugs & Industries Ltd.**

Sd/-

Deepa Ramachandran
Company Secretary
Membership No. A53546

Date: 17th January, 2022

Place: Bengaluru

Registered Office:

No.41, 3rd Cross, 5th Block,
Rajajinagar, SSI Area,
Bengaluru – 560010
Karnataka

Notes:

1. The Explanatory Statement pursuant to provisions of Sections 102 read with Section 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.
3. The Postal Ballot Notice is being sent by email to all the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on Friday, January 21, 2022 (“**cut-off date**”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company.
4. Members whose names appear on the Register of Members/List of Beneficial Owners as on January 21, 2022 will be considered for the purpose of voting. A person who is not a Member as on Cut-off date should treat this notice for information purposes only.
5. Resolution(s) passed by Members with requisite majority through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their email addresses either with the Depository Participant(s) or the Company. Members who have not registered their email addresses with the Company can now register the same by sending an e-mail to the RTA on canbankrta@ccsl.co.in. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.

7. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-Voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-Voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
8. Voting rights shall be reckoned on the paidup value of equity shares registered in the name of Members as on January 21, 2022. The e-voting period commences on Monday, January 24, 2022 at 9:00 a.m. (IST) and ends on Tuesday, February 22, 2022 at 5:00 p.m (IST). During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off Date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Members, they shall not be allowed to change it subsequently.
9. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman, and the result of the voting by postal ballot (remote e-voting process) will be announced by the Chairman or any other person of the Company duly authorized, on or before Thursday, February 24, 2022 at the registered office and will also be displayed on the website of the Company www.afdil.com besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, February 22, 2022 i.e. the last date specified for e-voting.
11. All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection in the electronic mode up to the date of declaration of results of the Postal Ballot.
12. Voting through electronic means:

E-voting will commence on Monday, January 24, 2022 at 9:00 a.m. and ends on Tuesday, February 22, 2022 at 5:00 p.m.

The instructions for e-voting are as follows:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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
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 or 022-23058542-43

B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@swaroopsuri.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Tejas Chaturvadi at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@afdil.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@afdil.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item No.1

Approval for sale of a portfolio of brands of the Company to Lupin Limited

The business of the Company is predominantly in manufacture and sale of Vitamin products, anti-epileptics and antioxidants, sleep inducing agents, cold & cough preparations, protein food supplements, digestive enzymes & calcium supplements and requires different business plans, strategies for growth and management focus.

Since the portfolio of brands fall under the non-chronic category of products and considering the market potential of the products with the Company's current distribution network, the growth is likely to be slower than other products. Keeping the perspective of growth and regulatory challenges faced in manufacture and sale of psychotropic substances, and in order to unlock value for the Company, the Board at its Meeting held on 17th January, 2022 approved the sale of a portfolio of brands of the Company to Lupin Limited for a lumpsum consideration of approximately Rs.305 crores (Rupees Three Hundred and Five Crores Only). The sale of the brands is considered as a strategic decision wherein the consideration received will be reallocated towards meeting expenditure in marketing newer products, which given the current scale of the Company has the potential of yielding faster growth rate at better gross margins and upgradation of existing manufacturing facilities to

cater export markets. The transaction will be implemented after receiving the approval of Members and all other necessary statutory approvals.

The Board is, accordingly, proposing the resolution as set out under Item No. 1 in the accompanying notice for the approval of the members by way of passing a special resolution through postal ballot.

Except Mr. Abhay Kanoria, Mr. Uddhav Kanoria and Mr. Nirbhay Kanoria, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives have any concern or interest in the resolution except to the extent of their shareholding in the Company and/ or their employment with the Company under the terms of their employment.

By Order of the Board of Directors
For **Anglo-French Drugs & Industries Ltd.**

Date: 17th January, 2022

Place: Bengaluru

Sd/-

Deepa Ramachandran
Company Secretary
Membership No.: A53546

Registered Office:

No.41, 3rd Cross, 5th Block,
Rajajinagar, SSI Area,
Bengaluru – 560010
Karnataka, India