ANGLO-FRENCH DRUGS & INDUSTRIES LIMITED

REGD.OFF.: 41,3rd Cross, V Block, Rajajinagar, Bangalore - 560 010
Tel.: 080 - 23154770 Fax : 080 - 23389963, 23306596 E - mail : contact@afdil.com
Corporate Indentity No : 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 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 resolutions appended below is proposed to be passed by Members through Postal Ballot/ Electronic Voting (e-voting).

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof form part of this Postal Ballot notice ("**Postal Ballot Notice**"), along with a Postal Ballot form (the "**Postal Ballot Form**").

The Board of Directors of the Company ("the Board"), at its meeting held on 12th February 2024, appointed Mr. Swaroop Suryanarayana (FCS No. 8977, CP No.9997) of Swaroop Suri & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members have the option to vote either by physical Postal Ballot or through remote e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Postal Ballot Form duly completed in the enclosed self-addressed postage prepaid Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted. The duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on Saturday, March 23, 2024 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Members. Pursuant to Regulation 44 of SEBI Listing Regulations and Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice.

E-Voting Option

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. E-voting is optional and all the members (whether holding share in demat form or physical form) may vote either by completing and dispatching the postal ballot form by post or by e-voting. The Company has engaged the services of **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 the postal ballots (including e-voting). The results shall be declared on or before Monday, March 25, 2024 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.

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

SPECIAL BUSINESS:

Item No. 1 – Appointment of Mr. Srinivasan Krishnan DIN: 08709528 as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Srinivasan Krishnan DIN: 08709528, who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 12, 2024 to February 11, 2029 (both days inclusive), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years, and that he shall not be liable to retire by rotation."

Item No. 2 –. Appointment of Mr. Pradeep Joshi DIN: 02713934 as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Pradeep Joshi DIN: 02713934, who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 12, 2024 to February 11, 2029 (both days inclusive), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years, and that he shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings, in its absolute discretion, as may be considered necessary, expedient or desirable, in order to give effect to all the above resolutions or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit."

Date: 12th February, 2024
Place: Mumbai

By Order of the Board of Directors
For **Anglo-French Drugs & Industries Ltd.,**
Sd/-
Sriee Aneetha M
Company Secretary
Membership No. A32388

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

.

Notes:

1.	The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposals is annexed herewith.
2.	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 at the Registered Office of the Company between 3.00 p.m to 5.00 p.m on all working days (except Saturday & Sunday) from the date of dispatch of the Notice, up to and including the last date of voting i.e. March 23, 2024.
3.	The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on Friday, February 16, 2024 ("**cut-off date**"). The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants / Registrar and Share Transfer Agents. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice will be available on the Company's website www.afdil.com.
4.	Members whose names appear on the Register of Members/List of Beneficial Owners as on February 16, 2024 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.	Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
7.	In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to compliance@afdil.com. The Registrar and Transfer Agent/Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
8.	Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on February 16, 2024. The postal ballot period commences on Thursday, February 22, 2024 at 9:00 a.m. (IST) and ends on Saturday, March 23, 2024 at 5:00 p.m (IST).
9.	In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by NSDL. The instructions for e-voting forms part of this Notice.
10.	Member cannot exercise his vote by proxy on postal ballot
11.	Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed pre-paid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 p.m) Saturday, March 23, 2024 Envelopes containing Postal Ballots, if sent by courier or registered post or speed post at the expense of the Members, will also be accepted. Postal Ballot forms received after 5.00 p.m on March 23, 2024 shall be considered invalid.
12.	The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Monday, March 25, 2024 at the registered office and will also be displayed on the website of the Company www.afdil.com besides being communicated to the Stock Exchange, Depositories and Registrar and Share Transfer Agents
13.	The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Saturday, March 23, 2024 i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
14.	Voting through electronic means: **-voting will commence on Thursday, February 22, 2024 at 9:00 am and conclude on Saturday, March 23, 2024 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 : Individual Shareholders holding securities in demat mode with NSDL.	
	Login Method
1.	Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
3.	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. 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.
4.	Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	
1.	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2.	After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3.	If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4.	Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.com or call at 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

B) Login Method 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?

1. 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.
2. 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 user 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.com 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 eNow, you will have to click on "Login" button.-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
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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail 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.com 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: Appointment of Mr. Srinivasan Krishnan DIN: 08709528 as an Independent Director

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on February 12, 2024, appointed Mr. Srinivasan Krishnan DIN: 08709528 as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from February 12, 2024 to February 11, 2029 (both days inclusive), subject to the approval of the shareholders through a special resolution.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Srinivasan Krishnan.

In the opinion of the Board, Mr. Srinivasan Krishnan fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted the background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

-He is graduate in BSc Chemistry from Karnataka University and (MBBS) from Gulbarga Medical College followed by Diploma in Training and Development ISTD. Other Technical qualification like Strategic Marketing Pharma – IIM , Sales Management Janseen Pharmaceutical Belgium and Relationship Management.
- He has Corporate Experience 36+ years of combined experience in Pharma (33+ years) & Logistics (3 years) Industries from grass root Level to Senior Management positions. During the corporate stint, handled leadership responsibilities including strategy, sales, marketing, human resource management, Mergers & Acquisitions, Training, Business Operations, Compliance & Governance and General Management.
- He has Post-Corporate Experience since July 2007, have been associated over 16 years with an NGO (Madhuram Narayanan Center for Exceptional Children) providing Early Intervention Services to Children with Intellectual Disabilities. As head, was responsible for overall administration, fund raising, financial management govt., liaison, compliance, merger with Bala Mandir Kamaraj Trust and general strategy advisor.

The resolution seeks the approval of members for the appointment of Mr. Srinivasan Krishnan as an Independent Director of the Company for a period of 5 years from February 12, 2024 to February 11, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17(1A) of the LODR Regulations, inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (Seventy-five) years unless it is approved by the members by passing a special resolution to that effect". Mr. Srinivasan Krishnan is 76 years sought the approval of the members for the appointment as an Independent non-executive Director of the Company through special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Srinivasan Krishnan, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

Item No.2: Appointment of Mr. Pradeep Joshi DIN: 02713934 as an Independent Director

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on February 12, 2024, appointed Mr. Pradeep Joshi DIN: 02713934 as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from February 12, 2024 to February 11, 2029 (both days inclusive), subject to the approval of the shareholders through a special resolution.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Pradeep Joshi.

In the opinion of the Board, Mr. Pradeep Joshi fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that's background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- He is BPharma from Nagpur University, and have Post graduate diploma in Business and Industrial Management.
- He has 40 years of diverse and extensive career with responsibilities spanning various functions like: Establishment of plants, new projects as per cGMP requirements/USFDA/UKMHRA/TGA, Purchase of Machineries & Lab equipment, Maintenance of plant and machineries, Development of new formulations, Production planning, Production, Inventory control.

- He has further Plant administration, recruitment, training, and development; building effective team, Documentation as per International Regulations, Good industrial relationship, negotiations with worker's union, liaison with Government authorities like Drug Department, Central Excise, Pollution Control, Directorate of Factories, Labor Department, Electricity Board etc.

The resolution seeks the approval of members for the appointment of Mr. Pradeep Joshi as an Independent Director of the Company for a period of 5 years from February 12, 2024 to February 11, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Pradeep Joshi as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Pradeep Joshi, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2.

The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of members.

The Company has received from all candidatures, all statutory disclosures / declarations, including:
(i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
(ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
(iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
(v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
(vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
(vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
(viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Anglo-French Drugs & Industries Limited.

Date: 12th February, 2024
Place: Mumbai

By Order of the Board of Directors
For **Anglo-French Drugs & Industries Ltd.,**
Sd/-
Sriee Aneetha M
Company Secretary
Membership No. A32388

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

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Particulars	**Srinivasan Krishnan**	**Pradeep Joshi**
Brief Profile	Mr.S.Krishnan from Thuruvanmiyur ,Chennai . He is graduate in BSc Chemistry from Karnataka University, (MBBS) from Gulbarga Medical College followed by Diploma in Training and Development ISTD. Other Technical qualification like Strategic Marketing Pharma – IIM , Sales Management Janseen Pharmaceutical, Belgium and Relationship Management. Further has 36+ years of combined experience in Pharma (33+ years) & Logistics (3 years) Industries from grass root Level to Senior Management positions. During the corporate stint, handled leadership responsibilities including strategy, sales, marketing, human resource management, Mergers & Acquisitions, Training, Business Operations, Compliance & Governance and General Management.	Mr.Pradeep Joshi has worked with different Pharma companies at various positions. He was responsible for manufacturing specialty chemicals and different formulations like tablet, capsules, liquids, injectable, external preparations and ointments. He is BPharma from Nagpur University, and have Post graduate diploma in Business and Industrial Management. He has further Plant administration, recruitment, training, and development; building effective team, Documentation as per International Regulations, Good industrial relationship, negotiations with worker's union, liaison with Government authorities like Drug Department, Central Excise, Pollution Control, Directorate of Factories, Labor Department, Electricity Board etc.
Age	76 years	70 years
DIN	08709528	02713934

Nature of expertise in specific functional areas:	leadership responsibilities including strategy, sales, marketing, human resource management, Mergers & Acquisitions, Training, Business Operations, Compliance & Governance and General Management.	Establishment of plants, new projects, Purchase of Machineries & Lab equipment, Maintenance of plant and machineries, Development of new formulations, Production planning, Production, Inventory control
Inter-se relationships with directors and key managerial personnel:	None	None
Listed companies (other than AFDIL) in which holds directorship and committee membership	Nil	Nil
Shareholding in the Company	Nil	Nil
Key terms and conditions of appointment:	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto	As per the resolution in Item no.2 of this Notice read with the explanatory statement thereto
Date of first appointment on Board, last drawn remuneration and number of Board meetings attended:	It is proposed to appoint Mr.S.Krishnan as Director for his first term on the Board and hence, these details are not applicable	It is proposed to appoint Mr. Joshi as Director for his first term on the Board and hence, these details are not applicable
Listed Entities from which resigned as Director in past 3 years:	Nil	Nil
Skills and capabilities required for the role and the manner in which Nitin meets such requirements:	Refer to the Item no. 1 of the explanatory statement.	Refer to the Item no. 2 of the explanatory statement.

Date: 12th February, 2024
Place: Mumbai

By Order of the Board of Directors
For **Anglo-French Drugs & Industries Ltd.,**
Sd/-
Sriee Aneetha M
Company Secretary
Membership No. A32388

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