

Ref No: 104/2024-25

Dated: January 15, 2025

**The Manager,
Listing Department,
The National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor, Plot C/1, G Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400 051. Tel No.: 2659 8235
Fax No.: 26598237/ 26598238
Trading Symbol: ANANDRATHI**

**The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai - 400 001.
Tel no.: 22721233
Fax No.: 22723719/ 22723121/ 22722037
Scrip Code: 543415**

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of the Listing Regulations, we hereby enclose copy of the Postal Ballot Notice alongwith explanatory statement dated January 13, 2025, seeking the approval of the members of the Company by way of Ordinary Resolutions through remote electronic voting only ("Remote e-voting"):

1. Approval for Increase in Authorised Share Capital and consequent amendment to Clause V of Memorandum of Association
2. Approval for issuance of Bonus shares
3. Approval for Modification of earlier approved Material Related Party Transaction(s) between the Company and Anand Rathi Global Finance Limited
4. Approval for Material Related Party Transaction(s) with Anand Rathi Global Finance Limited
5. Approval for Material Related Party Transaction(s) with Anand Rathi Financial Services Limited

The Postal Ballot Notice alongwith Explanatory Statement has been sent to the members of the Company whose names appeared on the Register of Members/List of Beneficial Owners as on Friday, 10th January, 2025 i.e. Cut-off date.

The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("**RTA**") to provide Remote e-voting facility to its members. The Remote e-voting rights of the Members shall be in proportion to their respective shareholding in the paid-up equity share capital of the Company as on the Cut-off Date. The remote e-voting period commences from 09.00 A.M. (IST) on Saturday, January 18, 2025 and ends at 05.00 P.M. (IST) on Sunday, February 16, 2025.

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This Postal Ballot Notice will be available on the Company's website at www.anandrathiwealth.in/communication-to-SE-.php and on the website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at <https://instavote.linkintime.co.in>.

This is for your information and records.

Thanking You,

Yours faithfully,

For **Anand Rathi Wealth Limited**

Rajesh Bhutara
Chief Financial Officer

Enclosed: As above

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Anand Rathi Wealth Limited

CIN: L67120MH1995PLC086696

Registered Office: Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai 400063
Tel: +91 22 6281 7000 **Website:** <http://anandrathiwealth.in/>; **Email:** csarwsl@rathi.com

POSTAL BALLOT NOTICE

TO THE SHAREHOLDERS OF THE COMPANY

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

Dear Members/Shareholders,

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the "Act") and other applicable provisions of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), to transact the special business as set out hereunder by passing Ordinary Resolutions by way of postal ballot only, by voting through electronic means ('Remote e-Voting').

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of assent or dissent of the members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the notes to receive this Postal Ballot Notice. The Notice is also available on the website of the Company at: www.anandrathiwealth.in/communication-to-SE.php

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act, pertaining to the resolution(s) setting out the material facts and the reasons/rationale thereof, is appended to this Postal Ballot Notice for your consideration and forms part of this Notice. Pursuant to Rule 22 (5) of the Rules, the Board of Directors of the Company at its meeting held on January 13, 2025, has appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary (FCS No. 5171, CP No. 3030), as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from **09.00 A.M. IST on Saturday, January 18, 2025** and ends at **05.00 P.M. IST on Sunday, February 16, 2025**. The Scrutinizer will submit his report to the Chairman or Executive Director & CEO or the CS or the CFO of the Company, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will also be communicated to the stock exchanges within 2 working days from the last date of e-voting.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively referred to as "Stock Exchanges"), where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.anandrathiwealth.in/communication-to-SE.php and on the website of RTA, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) as at www.linkintime.co.in.

1. Increase in Authorised Share Capital and consequent amendment to Clause V of Memorandum of Association

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 61 and 64 and other applicable provisions of the Companies Act, 2013 (‘Act’), read with Companies (Share Capital and Debentures) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the authorised share capital of the Company be and is hereby increased from the existing Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 5/- each (Rupees Five only) to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each;

RESOLVED FURTHER THAT pursuant to provisions of the Section 13 any other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company relating to the Authorised Share Capital be amended and read as under:

“V. The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 5/- (Rupees Five only) each, with the power to the Board to decide on the extent of variation in such rights and to classify and re-classify, from time to time, such shares into any class of shares”

RESOLVED FURTHER THAT the Board of Directors of the Company or Chief Financial Officer or the Company Secretary of the Company be and are hereby authorised to take all necessary action for giving effect to the above resolution and file relevant forms/ returns with the Registrar of Companies, as required under the provisions of the Companies Act, 2013 and to do all such acts, deeds, and things as may be necessary and expedient to give effect to this resolution.”

2. Approval for issuance of Bonus shares

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

“**RESOLVED THAT** in accordance with Section 63 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 and other relevant Rules thereof (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the Securities and Exchange Board of India (‘SEBI’) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘the ICDR Regulations’), the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, read together with the applicable regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) in this behalf, the enabling provisions of the Articles of Association of the Company, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the term Board of Directors, which term shall include any committee authorised by the Board of Directors or such other persons from time to time as may be required to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding Rs. 20,75,51,585/- (Rupees Twenty Crore Seventy Five Lakhs Fifty One Thousand Five Hundred and Eighty Five only) from and out of the Securities Premium Account, Free Reserves and/or other permitted reserves/surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of Rs. 5/- (Rupees Five only) each, credited as fully paid-up to the holders of the Equity Shares of the Company, whose names appear on the Register of Members on the ‘Record Date’ to be determined by the Board, in the proportion of 1 (One) Bonus Equity Share of Rs. 5/- (Rupees Five only) each, for every 1(One) fully paid-up Equity Share of Rs. 5/- (Rupees Ten only) each held by Member and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member;

RESOLVED FURTHER THAT pursuant to SEBI ICDR Regulations and SEBI Listing Regulations, the issue and allotment of Bonus Equity Shares shall be made only in dematerialized form and thus, in case of members who hold Equity Shares in dematerialized form, the Bonus Equity Shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold Equity Shares in physical form, the Bonus Equity Shares shall be transferred to new demat suspense account or to a demat

account in the name of a trustee of a trust to be settled by the Company opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard;

RESOLVED FURTHER THAT the Bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record date;

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other foreign investors, be subject to the approval of the Reserve Bank of India, as may be necessary;

RESOLVED FURTHER THAT allotment with respect to the members holding equity shares in physical form or any fraction thereof, if applicable, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such Equity Shares on the Stock Exchanges where the securities of the Company are listed, as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary.”

3. Approval for Modification of earlier approved Material Related Party Transaction(s) between the Company and Anand Rathi Global Finance Limited

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of the Section 188 and other applicable provisions of the Companies Act, 2013 (the ‘Act’) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, to the extent applicable, each as amended from time to time, Regulations 23(4), 2(1)(zb) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and the Company’s Policy on Related Party Transactions (‘RPT Policy’) and in partial modification of the Resolution No. 4 passed by the Members of the Company at the 29th Annual General Meeting held on June 15, 2024, approving the material related party transaction(s) of the Company with Anand Rathi Global Finance Limited (‘ARGFL’) and subject to such approval(s)/consent(s)/permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors (‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) or Key Managerial Personnel (‘KMP’) to amend/modify the terms of material related party transaction(s) of the Company with ARGFL, a Group Company and a ‘Related Party’ under 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, to the extent of revision in the monetary limit for purchase of Debentures/ Securities by Rs 1,000 Crores, i.e. the existing limit be revised from Rs. 5,000 Crores to Rs. 6,000 Crores for the Financial Year 2024-25 with estimated revenue of around Rs. 480 Crores (Approx.), in ordinary course of business of the Company and on arm’s length basis in the nature of:

“Purchase of Debentures or securities on such terms and conditions as detailed in the explanatory note to this Resolution and as may be mutually agreed to between Anand Rathi Global Finance Limited and the Company.”

RESOLVED FURTHER THAT except for the modification mentioned above, all other terms and conditions as approved by the Members at the 29th Annual General Meeting with regard to the above matter and which are not dealt with in this resolution, shall remain unchanged and continue to be effective;

RESOLVED FURTHER THAT the Board or KMPs, be authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including deed(s), contract(s), scheme(s), agreement(s) transaction(s), application(s), papers, forms and writings and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard 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 question 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 Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolutions;

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

4. Approval for Material Related Party Transaction(s) with Anand Rathi Global Finance Limited

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of the Section 188 and other applicable provisions of the Companies Act, 2013 (the ‘Act’) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, to the extent applicable, each as amended from time to time, Regulations 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and the Company’s Policy on Related Party Transactions (‘RPT Policy’) and subject to such approval(s)/consent(s)/permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors (‘the Board’, which term shall include any Committee) or Key Managerial Personnel (‘KMP’) of the Company to enter into Related Party Transactions (‘RPT’) with Anand Rathi Global Finance Limited (‘ARGFL’), a Group Company and a ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, the aggregate of which shall not exceed Rs. 9,000 Crores (Rupees Nine Thousand Crores Only) per annum with estimated revenue of around Rs. 675 Crores per annum (Approx.), for the period consisting of Financial Year 2025-26 and upto the date of Thirty-first Annual General Meeting of the Company to be held in the calendar year 2026, in the nature of:

“Purchase of Debentures or securities on such terms and conditions as detailed in the explanatory note to this Resolution and as may be mutually agreed to between Anand Rathi Global Finance Limited and the Company.”

RESOLVED FURTHER THAT the Board or KMPs, be authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including deed(s), contract(s), scheme(s), agreement(s) transaction(s), application(s), papers, forms and writings and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard 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 question 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 Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolutions;

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

5. Approval for Material Related Party Transaction(s) with Anand Rathi Financial Services Limited

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of the Section 188 and other applicable provisions of the Companies Act, 2013 (the ‘Act’) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules,

2014, to the extent applicable, each as amended from time to time, Regulations 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and the Company's Policy on Related Party Transactions ('RPT Policy') and subject to such approval(s)/consent(s)/permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors ('the Board', which term shall include any Committee) or Key Managerial Personnel (KMP) of the Company to enter into Related Party Transactions ('RPT') with Anand Rathi Financial Services Limited ('ARFSL'), the promoter of the Company and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, the aggregate of which shall not exceed Rs. 3,000 Crores (Rupees Three Thousand Crores Only) per annum with estimated revenue of around Rs. 225 Crores per annum (Approx.), for the period consisting of Financial Year 2025-26 and upto the date of Thirty-first Annual General Meeting of the Company to be held in the calendar year 2026, in the nature of:

"Purchase and/or sale of Debentures or securities on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed to between Anand Rathi Financial Services Limited and the Company."

RESOLVED FURTHER THAT the Board or KMPs', be authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including deed(s), contract(s), scheme(s), agreement(s) transaction(s), application(s), papers, forms and writings and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard 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 question 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 Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolutions;

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

Place: Mumbai
Date: January 13, 2025

By order of the Board of Directors
For Anand Rathi Wealth Limited
SD/-
Rajesh Bhutra
Chief Financial Officer

NOTES:

1. The Explanatory Statement pursuant to provisions of section 102 and 110 read with rule 22 of the Rules stating material facts and reasons for the proposed resolution, is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or the RTA or with the depository (ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the cut-off date i.e., Friday, January 10, 2025. The Notice is also uploaded on the website of the Company at www.anandrathiwealth.in/communication-to-SE.php, website of the Registrar and Transfer Agent i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ('RTA') at (www.linkintime.co.in) and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com). All the members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the cut-off date shall treat this Notice for information purpose only.

As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.

3. In accordance with the MCA Circulars, the relevant documents referred to in this Postal Ballot Notice will be made accessible for inspection through electronic mode. The documents will remain available from the date of dispatch of this Notice up to the last day of voting, on the website of the Company at www.anandrathiwealth.in/communication-to-SE.php.

The Company hereby requests all its members to register their email address, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.

4. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details (ISR-1) and nomination (SH-13/ISR-3). Members are requested to submit the aforesaid forms duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Forms, to register or update:
 - a. KYC details and Nomination;
 - b. Particulars of bank account for receiving dividend directly in their account through electronic mode or change in their address, for receiving dividend through physical instrument; and
 - c. E-mail address to receive communication through electronic means, including Annual Report and Notice and other communications.

The said Forms are available on the website of the Company at www.anandrathiwealth.in/communication-to-SE.php and on the website of MUFG Linkintime India Private Limited (formerly known as Link Intime India Private Limited) at www.linkintime.co.in. Members have an option to submit the Forms in person at any of the branches of Link Intime, details of which are available at www.linkintime.co or physical forms can be sent through post at following address:

MUFG Intime India Private Limited
(Formerly known as Link Intime India Private Limited)
C-101, 1st Floor, 247 Park,
L.B.S. Marg, Vikhroli West,
Mumbai, Maharashtra-400083.
Telephone No-022 – 49186000
Email id- rnt.helpdesk@linkintime.co.in
Website-www.linkintime.co.in

Kindly note that the folios wherein any one of the aforesaid document/details are not updated on or after 13th January, 2025 shall be frozen by MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited).

Members holding shares in dematerialized mode, who have not registered/updated their aforesaid details are requested to register/update the same with their respective depository participants ('DPs').

5. In compliance with the provisions of sections 110 and 108 of the Act read with the Rules, SS-2 and Regulation 44 of the SEBI Listing Regulations, as amended, the Company is providing facility to the Members to exercise votes through electronic voting system ("e-voting") on the e-voting platform provided by Link Intime to enable them to cast their votes electronically instead of dispatching the Postal Ballot form.
6. The Board of Directors at its meeting held on January 13, 2025 has appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary (FCS No. 5171, CP No. 3030) as the 'Scrutinizer' to scrutinize the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
7. The e-voting shall commence on Saturday, January 18, 2025 at 9.00 a.m. (IST) and end on Sunday, February 16, 2025 at 5.00 p.m. (IST). The e-voting module shall be disabled by Link Intime for voting thereafter. During this period, the members of the Company holding shares as on the cut-off date i.e., Friday, January 10, 2025, may cast their vote by electronic means in the manner given below. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
8. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman or the Executive Director & CEO or the CFO or the CS of the Company. Results of the voting will be declared by placing the same along with the Scrutinizer's report on the Company's website at www.anandrathiwealth.in/communication-to-SE.php as well as on the website of Link Intime at, www.linkintime.co.in and will also be communicated to the stock exchanges within 2 working days from the last date of e-voting.

Subject to receipt of requisite number of votes, the resolution mentioned in the Notice shall be deemed to be passed on Sunday, February 16, 2025, i.e., last day of the voting period.

9. The details of the process and manner for remote e-voting are explained below:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) 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.
- d) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:
 - A. **User ID:**
NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
CDSL demat account – User ID is 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.
 - B. **PAN:**
Enter your 10-digit Permanent Account Number (PAN)
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:**
Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:**
Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

 - ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ❖ Enter Image Verification (CAPTCHA) Code
 - ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code

- D. Click “Submit”
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the “Notification for e-voting”.
 - B. Select ‘View’ icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
 - E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 : 022 - 4886 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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password

should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT

(Pursuant to Sections 102 and 110 of the Companies Act, 2013)

Item No. 1: Ordinary Resolution

Presently, the Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 5/- (Rupees Five only) each.

Considering the size and operations of the Company and in order to facilitate further capital issuances, the Board of Directors at its meeting held on 13th January 2025, have recommended to increase the Authorised Share Capital to Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 5/- (Rupee Five only) each by creation of additional 5,00,00,000 (Five Crore) equity shares of Rs. 5/- (Rupee Five only) each. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice except to the extent of their shareholding in the Company. The Board of Directors of the Company recommends the resolution set out at Item No. 1 of this Postal Ballot Notice for approval of the Members as an Ordinary Resolution.

Item No. 2: Ordinary Resolution

As per the Company's policy to reward shareholders, the Board of Directors at their Meeting held on 13th January 2025 recommended issuance of Bonus Shares, subject to requisite approvals of the Shareholders and other regulatory authorities, to the Shareholders of the Company in the ratio of 1: 1 for fully paid-up equity shares of Rs. 5/- each as on a record date to be determined by the Company. Besides rewarding shareholders, this will improve the liquidity in the market, facilitating larger participation of investors in the growth of the Company.

The issue of bonus shares, by way of capitalizing reserves, is authorized by the Company's Articles of Association.

The issue of bonus equity shares are subject to Members' approval in terms of Section 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals.

Article 63(2) of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of the free reserves and/or the securities premium account and/or capital redemption reserve of the Company as may be considered necessary by the Board, for the purpose of issue of the bonus shares.

Members are requested to note that in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only. Accordingly, with respect to the bonus shares of members holding equity shares in physical form, the said bonus shares shall be credited in dematerialised form to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The voting rights on the bonus equity shares held in the demat suspense account / trust account, shall remain frozen.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the above resolution mentioned at Item No. 2 of the Postal Ballot Notice except to the extent of their shareholding in the Company or to the extent of the shareholding of companies/institutions/trusts/other entities of which they are directors or members or trustees or hold other similar positions. The Board recommends the relevant ordinary resolution set forth at Item no. 2 in the Postal Ballot Notice for the approval of the Members.

Item Nos. 3, 4 and 5: Ordinary Resolutions

In accordance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that all Material Related Party Transaction ('RPT') to be entered into individually or taken together with previous transactions during

a financial year exceeding Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is related party to the particular transaction or not. The said limits are applicable, even if the transactions are in the ordinary course of business of the company concerned and at an arm's length basis.

The Members of Anand Rathi Wealth Limited at the 29th Annual General Meeting held on 15th June 2024, approved the material RPT of the Company with Anand Rathi Global Finance Limited ('ARGFL'), Group Company, for an amount aggregating up to maximum value of Rs. 5,000 crore (Rupees Five Thousand Crore Only) for the Financial Year 2024-25 with estimated revenue of around Rs. 425 Crores (Approx.) pertaining to purchase of debentures/securities from time to time.

Rationale for proposed modification in Material RPT with Anand Rathi Global Finance Limited

Anand Rathi Global Finance Limited ("ARGFL") is a Group Company of Anand Rathi Wealth Limited ("ARWL") and is also the part of the Promoter Group of ARWL. ARGFL is a registered Non-Banking Finance Company – Non Deposit taking – Systemically Important (NBFC-ND-SI). Its main objects are to act as financial consultants, provide advice, services, consultancy in various fields, to carry on the business of financing, investing funds in various financial instruments, to provide all kinds of loans excluding banking business, subject to compliance with law in this regard.

The Company's RPT with ARGFL pertains to purchase of debentures/Securities from time to time. It is anticipated that the aggregate value of debentures/securities to be purchased from ARGFL during financial year 2024-25 may exceed the monetary limit of Rs. 5,000 crores as per the approval granted by the Members at the 29th Annual General Meeting, and it is proposed to modify the abovementioned monetary limit for related party transaction of Anand Rathi Global Finance Limited to Rs. 6,000 Crore for FY 2024-25 with estimated revenue of around Rs. 480 Crores (Approx.). The quantum of the benefits realised are subject to multiple variables and hence may vary based on time, market conditions and opportunities. Accordingly, the said modification to the Material RPT is recommended for approval of the Members.

Additionally, the proposed modification in the Material RPT to be entered with ARGFL will be undertaken in the ordinary course of business and on arm's length basis. The Company will ensure that the value of the said modification in material RPTs of ARWL with ARGFL does not exceed the materiality threshold up to the conclusion of e-voting date of this Postal ballot exercise.

Further, the Company proposes to enter into following Material Related Party Transactions with the Related Parties namely Anand Rathi Global Finance Limited and Anand Rathi Financial Services Limited for the period consisting of Financial Year 2025-26 and upto the date of Thirty-first Annual General Meeting of the Company to be held in the calendar year 2026:

- i. With Anand Rathi Global Finance Limited upto a maximum value of Rs. 9,000 Crores (Rupees Nine Thousand Crores Only) per annum with estimated revenue of around Rs. 675 Crores per annum (Approx.),
- ii. Anand Rathi Financial Services Limited upto a maximum value of Rs. 3,000 Crores (Rupees Three Thousand Crores Only) per annum with estimated revenue of around Rs. 225 Crores per annum (Approx.),

Anand Rathi Financial Services Limited ("ARFSL") is the Promoter of Anand Rathi Wealth Limited ("ARWL"). ARFSL carries on the business of financial services, investment in securities of Group Companies and other companies and distribution of financial products.

The Company has entered into various Related Party Transactions ("RPTs") with ARGFL and ARFSL from time to time which are pre-approved by the Audit Committee pursuant to Section 188 of the Act and Regulation 23 of the Listing Regulations.

The company has established marketing network, thorough knowledge, expertise, strong channels, branding and mediums for such debentures/ securities in the market. The said material RPT's are expected to be in the best interest and also commercially beneficial for the Company. The Company has benefitted from such transactions with ARGFL and ARFSL in the past.

Further, the above mentioned material RPTs to be entered into by the Company with ARGFL and ARFSL will be reported and reviewed on a quarterly basis by the Audit Committee of the Company. The proposed Material RPT's

to be entered with ARGFL and ARFSL will be undertaken in the ordinary course of business and on arm's length basis.

Accordingly, basis the approvals of the Audit Committee, the Board of Directors recommend the resolutions contained in Item Nos. 3, 4 and 5 of the accompanying Notice to the Shareholders for approval.

Details of the proposed transactions with ARGFL and ARFSL, being a related party of the Company, are as follows:

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

Sr. No.	Description	Details for Anand Rathi Global Finance Limited (ARGFL)	Details for Anand Rathi Financial Services Limited (ARFSL)
1	Type, material terms and particulars of the proposed transaction:	Purchase of Debentures or Securities from time to time. The transaction shall be at arm's length.	Purchase and/or sale of Debentures or Securities from time to time. The transaction shall be at arm's length.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Anand Rathi Global Finance Limited (ARGFL). The Company holds 7.97% in ARGFL.	Anand Rathi Financial Services Limited, Promoter of the Company. ARFSL holds 19.98% Shares in the Company.
3	Tenure of the proposed transaction (particular tenure shall be specified)	Purchase of Debentures/Securities value of which shall not exceed upto Rs. 6,000 Crores for FY 2024-25 with an estimated revenue of around Rs. 480 Crores (Approx.)	Purchase and / or Sale of Debentures/Securities, the aggregate value of which shall not exceed Rs. 3,000 Crores per annum with an estimated revenue of around Rs. 225 crores per annum (Approx.) for the period consisting of Financial Year 2025-26 and upto the date of Thirty First Annual General Meeting of the Company to be held in calendar year 2026.
4	Value of the proposed transaction	Purchase of Debentures/ Securities, the aggregate value of which shall not exceed Rs. 9,000 Crores per annum and an estimated revenue of around Rs. 675 crores per annum (Approx.) for the period consisting of Financial Year 2025-26 and upto the date of Thirty First Annual General Meeting of the Company to be held in calendar year 2026.	
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	56.98% (approx.)	18.99% (approx.)
6	If the transaction relates to any loans, inter - corporate	Not Applicable	

	<p>deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter - corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	
7	Justification as to why the RPT is in the interest of the listed entity	Transactions are commercially beneficial to the Company.
8	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
9	Any advance paid or received for the contract or arrangement, if any	Nil
10	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	At arm's length basis
11	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
12	Any other information that may be relevant	No

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item Nos. 3, 4 and 5.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolutions mentioned at Item Nos. 3, 4 and 5 of the Postal Ballot Notice. The Board recommends the relevant ordinary resolution set forth at Item no. 3, 4 and 5 in the Postal Ballot Notice for the approval of the Members.

Place: Mumbai
Date: January 13, 2025

By order of the Board of Directors
For Anand Rathi Wealth Limited

Sd/-
Rajesh Bhutra
Chief Financial Officer