

Ref No: 114/2024-25

Date: 17th February, 2025

To,

**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**

Dear Sir/Madam,

Subject: Intimation under Regulation 30 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the Company has passed ordinary resolution by the way of Postal Ballot Notice dated 13th January 2025. The remote e-voting period commenced on Saturday, 18th January 2025 at 9:00 a.m. (IST) and ended on Sunday, 16th February 2025 at 5:00 p.m. (IST).

The resolutions have been passed by requisite majority on 16th February 2025 (the last date of e-voting) based on the report dated 17th February 2025, submitted by Mr. Himanshu Kamdar, Partner M/s. Rathi & Associates, Practicing Company Secretaries, who was appointed as a Scrutinizer by the Board of Directors of the Company for Postal Ballot process.

Further, pursuant to approval by the Shareholders, we hereby enclose the certified true copy of the resolutions approved through remote e-voting process by Members of the Company pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking You,

For Anand Rathi Wealth Limited

**Jaee Sarwankar
Company Secretary
M No. ACS – 38080**

**Place: Mumbai
Date: 17.02.2025
Encl.: as above.**

CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED BY THE SHAREHOLDERS BY WAY OF REMOTE E-VOTING THROUGH POSTAL BALLOT ON 16TH FEBRUARY 2025

Resolution No. 1: Increase in Authorised Share Capital and consequent amendment to Clause V of Memorandum of Association

“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.”

Resolution No. 2: Approval for issuance of Bonus shares

“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 Five 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."

Resolution No. 3: Approval for Modification of earlier approved Material Related Party Transaction(s) between the Company and Anand Rathi Global Finance Limited

"**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 per annum to Rs. 6,000 Crores per annum 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."

Resolution No. 4: Approval for Material Related Party Transaction(s) with Anand Rathi Global Finance Limited

"**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."

Resolution No. 5: Approval for Material Related Party Transaction(s) with Anand Rathi Financial Services Limited

"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:

ANANDRATHI

Private Wealth. uncomplicated

"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."

For Anand Rathi Wealth Limited

Jae Sarwankar
Company Secretary
M No. ACS – 38080

Place: Mumbai
Date : 17.02.2025