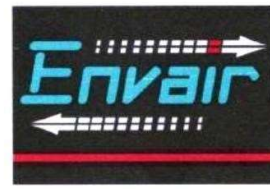


ENVAIR ELECTRODYNE LTD.



Enriching Environment

Date: 08th August 2023

To,
BSE LIMITED, Mumbai
Phiroze Jeejeebhoy Towers,
Floor 25, P. J. Towers,
Dalal Street, Mumbai 400 001.

Scrip Code: 500246

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir(s),

In compliance of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI LODR), this is to inform you that the Company is in process of issuing postal ballot notice to its members for seeking their approval by way of Special Resolution on the following proposal:

a) To consider and approve Investment upto Rs.19cr to be made in M/s. ALLIANCE ASIA-PAC PTE. LTD.

A copy of the postal ballot notice along with ballot form is enclosed for kind reference. The voting period will commence from 10th August 2023 at 10.00 a.m. IST and end on 08th September 2023 at 5.00 p.m. IST.

Kindly take the same on record and oblige.

Thanking you,

Yours Faithfully

FOR ENVAIR ELECTRODYNE LIMITED

Harish Kumar Agarwal
Director
DIN No.: 02185002



**NOTICE OF POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014)**

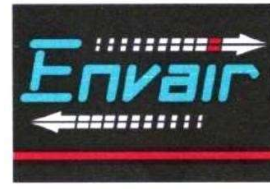
Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of M/s. Envair Electrodyne Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached. Further, additional information as required under the Listing Regulations is also attached. The Board of Directors has appointed Mr. Manish Ghia (Membership No. FCS 6252), Proprietor of M/s. Manish Ghia & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Universal Capital Securities Pvt Ltd (Link Intime India Private Limited) as the agency to provide e-voting facility to enable the Members to cast their votes electronically, instead of filling and dispatching the postal ballot form. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically. The votes can be cast not later than 5:00 p.m. (IST) on Friday, September 08th, 2023.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any person authorized by him. The results of e-voting will be displayed on the Company's website at <http://www.envair.in/> and the website of RTA. The results will be communicated to the Stock Exchange.



SPECIAL BUSINESS:

1. To consider and approve Investment up to Rs. 19 Crores to be made in M/s. ALLIANCE ASIA-PAC PTE. LTD.

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 186, or any other applicable provisions of the Companies Act, 2013 and the rules thereunder, including any statutory modifications or re-enactment(s) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the rules thereunder, including any statutory modifications or re-enactment(s) thereof for the time being in force and Foreign Exchange Management Act, 1999 and any other Rules and Regulations made by RBI in respect of oversea direct investments and pursuant to the Memorandum and Articles of Association of the Company and subject to such approvals as may be required, if any, of the relevant statutory, regulatory or government authorities, the consent of the Members be and is hereby accorded to Make investment and acquire by way of subscription, purchase or otherwise, Equity shares of ALLIANCE ASIA-PAC PTE. LTD and/or to provide Debt/loan convertible to Equity shares at a later date, in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, provided that the total amount of investment and debt/loan shall not exceed Rs.19,00,00,000/- (Rupees Nineteen Crores).

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to approve the conversion of Debt/loan given by the Company into equity shares of M/s. ALLIANCE ASIA-PAC PTE. LTD at a future date.

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment within the aforesaid limits including the power to transfer, lien and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds and matters and things as may be required and expedient for implementing and giving effect to this resolution”

Date: 8th August 2023

Place: Pune

By Order of the Board
For Envair Electrodyne Limited

SD/-

Harish Kumar agarwal
Director
DIN No.: 02185002

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is enclosed herewith and forms part of this Notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, August 04th, 2023 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. It is however clarified that all members of the Company as on the Record Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified in the Notice. For this purpose, such members may refer to the instructions.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
5. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of Universal Capital Securities Pvt Ltd (Link Intime India Private Limited) as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
6. The e-voting period commences at 10:00 a.m. (IST) on Thursday, August 10th, 2023 and ends at 5:00 p.m. (IST) on Friday, September 8th, 2023. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
7. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, September 08th, 2023

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 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:

1. Individual Shareholders holding securities in demat mode with NSDL
 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. 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. The 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 use 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are 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, the 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 the e-Voting page by providing Demat Account Number and

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

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, the 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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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

Shareholders holding shares in **NSDL form, shall provide ‘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).

► Click “confirm” (Your password is now generated).

- Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
- Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Re

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. 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).
4. 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:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for 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 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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address.

Re

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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”.

For any queries, clarifications or grievances related to the Postal Ballot process, electronic voting process, etc. Members may contact the following:

Email ID: cs@envair.in and ashish.upadhyay@linkintime.co.in

**STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 1

Members of the Company are informed that Envair Electrodyne Limited, has a related party M/s ALLIANCE ASIA-PAC PTE. LTD which is a company registered in Singapore.

It is further informed that the Board of directors in their meeting held on 7th August 2023 and Audit committee in their meeting held on 7th August 2023 have approved the proposal for Making investment and acquiring by way of subscription, purchase or otherwise, Equity shares and to provide Debt/loan convertible to Equity shares at a later date to ALLIANCE ASIA-PAC PTE. LTD having registered office at 20 MAXWELL ROAD #09-17 MAXWELL HOUSE SINGAPORE (069113), provided that the total amount of investment and debt/loan shall not exceed Rs. 19 cr.

Important details regarding the transaction is given below:

1. Brief background about ALLIANCE ASIA-PAC PTE. LTD.

Alliance Asia-Pac Pte. Ltd. - Singapore Incorporated since April 2022 is an intermediate holding Company owning the Soap Manufacturing Plant in North Sumatra, KEK Sei Mangkei, Indonesia. The entity in Indonesia is called PT Alliance Consumer Products Indonesia and has a soap manufacturing business and the factory is operational since Oct 2022. The plant is currently in ramp up phase and is planning further expansion to serve customer interests. The major customer is Unilever PLC. (its subsidiaries and affiliates). The plant currently serves over 20 countries across North America, South East Asia, Europe, ANZ, Korea etc.

The turnover of PT Alliance Consumer Products is estimated to be USD 100 Million in calendar year 2023. The funds invested will be utilised for further capacity expansion and foray into newer products in Indonesia.

2. Whether the promoter/ promoter group/ group companies have any interest in ALLIANCE ASIA-PAC PTE. LTD.? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”

The entity Alliance Asia-Pac Pte. Ltd. is related to the promoters as 100% of the equity is held by Promoter group company. Our Company Envair Electrodyne Ltd. will invest to acquire 20% stake in AAPL. The investment will be done at fair value and at arm’s length pricing.

3. Industry to which the entity being acquired belongs?

It is into Contract Manufacturing of soaps for Global FMCG companies.

4. Objects and effects of Investment (including but not limited to, disclosure of reasons for Investment);

Envair Electrodyne Ltd. - will further foray into contract manufacturing as the promoter group understands the business with over 2 decades of experience in Soap Manufacturing. The investment will allow Envair to allocate its capital to the right business to generate and enhance overall shareholder value.

5. Brief details of any governmental or regulatory approvals required for the acquisition indicative time period for completion of the Investment

There are no regulatory approvals required. The investment will fall under automatic route of FEMA provisions and the equity investment will be completed within 30 days of receipt of shareholder approval. The debt is part of a longer vision and will be invested in tranches.

6. Nature of consideration - whether cash consideration or share swap and details of the same

Cash

7. Cost of acquisition or the price at which the shares are acquired

USD 1.05 per equity share.

8. Percentage of shareholding / control acquired and / or number of shares acquired;

20%

9. How ALLIANCE ASIA-PAC PTE. LTD is related to the Company

Alliance Asia Pac Pte. Ltd. is wholly owned subsidiary of Alliance World Manufacturing Limited. The promoters of Envair Electrodyne Ltd. own 67% equity interest in AWML.

Members may further note that, consent of the Shareholders would be required by way of a Special Resolution through postal ballot, to enable Envair Electrodyne Limited to invest the funds of the Company in the related Party M/s ALLIANCE ASIA-PAC PTE. LTD.

None of the Directors / Key Managerial Personnel of the Company / their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any.

The Board of Directors of Envair Electrodyne Limited recommends the Special Resolution set out in Item No. 1 in the accompanying Notice for approval by the Members.

**By Order of the Board
For Envair Electrodyne Limited**

Date: 8th August 2023

Place: Pune

SD/-

Harish Kumar Agarwal
Director