

Anand Projects Limited

Regd. Office: House No. 304, Ajadpura, Lalitpur-284403 (U.P)

Tel: +91 120 2511389, Fax: +91 120 2511389;

E-mail address: companysecretary@anandprojects.com

(CIN: L40109UP1936PLC048200)

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of the members of Anand Projects Limited will be held at the Registered Office of the Company situated at House No. 304, Ajadpura, Lalitpur-284403 (U.P) on Thursday, April 28th, 2022, at 11:00 a.m. to transact the following business: -

SPECIAL BUSINESSES:

1. Consent of the Company under Section 180(1)(a) of the Companies Act, 2013 and Rules made there under.

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

“**RESOLVED THAT** in supersession of all earlier resolution passed and pursuant to the provisions of Section 180(1)(a), 185, 188 and other applicable provisions of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time) the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution) to create such charges, mortgage, pledge and hypothecation created by the Company on such movable and/or immovable, tangible and/or intangible properties of / investments made by the of the Company, both present and future, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may deem fit, together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings availed / to be availed by the Company/ its subsidiaries / associate companies o, by way of any kind of credit facilities, advances or deposits, loans or bill discounting, any other securities or instruments such as but not limited to bonds, secured premium notes, floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments either in rupees or in such other foreign currencies as may be permitted by law from time to time, issued / to be issued by the Company / its subsidiaries / its associate companies , from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 and temporary loans obtained from the Company’s Bankers in the ordinary course of business, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s) / trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other monies payable by the Company / its subsidiaries/ its associate Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed(s) or any other document entered into/to be entered into between the Company / its subsidiaries / its associate companies and the lender(s)/ agent(s)/ trustee(s), in respect of the said loans/borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/ agent(s)/trustee(s).

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all such acts, deeds, matters and things as it may in its sole discretion deem necessary, proper or desirable and to settle any questions, difficulties, doubt that may arise in respect of the borrowing(s), investment(s), guarantee(s), aforesaid and further to do all such acts, deeds and things and to execute all such deeds, drafts, documents, agreements, undertakings and writings as may be necessary, proper, desirable or expedient to give effect to this resolution”.

2. Approval for Increase in Limit of Borrowings under Section 180(1)(c) of the Companies Act, 2013

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

“RESOLVED THAT in supersession of all earlier resolution passed and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time) the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution) to borrow any sum or sum of monies, either in rupees or in such other foreign currencies as may be permitted by law from time to time, from any bank and / or from any one or more other persons, firms, bodies corporates, HUFs, Trusts, Financial Institutional Investors, qualified institutional buyers, Mutual Funds and other funds, financial institutions including Public Financial Institutions as defined under Section 2 of the Companies Act, 2013, and / or eligible foreign lenders and / or any entity / entities and / or authority / authorities, whether by way of any kind of credit facilities, advances or deposits, loans or bill discounting, any other securities or instruments such as but not limited to bonds, secured premium notes, floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments and whether secured or unsecured by way of mortgage, hypothecation or lien or pledge of the Company’s assets and properties, both present and future, whether immovable or movable or stock in trade, (including raw materials, stores, spare parts and components in stock or in transit) and work in progress and all or any of the undertakings of the Company notwithstanding that the monies so borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the monies borrowed by the Board of Directors and outstanding at any time, exclusive of interest and other charges, shall not exceed a sum of Rs. 1500.00 Crore (Rupees One Thousand Five Hundred Crore only) over and above the aggregate of the paid-up share capital and free reserves of the Company for the time being.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all such acts, deeds, matters and things as it may in its sole discretion deem necessary, proper or desirable and to settle any questions, difficulties, doubt that may arise in respect of the borrowing(s),

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investment(s), guarantee(s), aforesaid and further to do all such acts, deeds and things and to execute all such deeds, drafts, documents, agreements, undertakings and writings as may be necessary, proper, desirable or expedient to give effect to this resolution”.

3. Approval of appointment as well as remuneration paid to Mr. Rajesh Kumar Sharma (DIN: 09388677) as Whole Time Director (“WTD”) of the Company

To consider, and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203(1)(i) and Schedule V of the Companies Act, 2013 and other applicable provisions as required under the said Act including rules, schedules and/or Chapter (as applicable), and all guidelines for managerial remuneration issued by the Central Government from time to time and based upon the recommendation of Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to confirm/approve the appointment of Mr. Rajesh Kumar Sharma (DIN: 09388677), as the Whole Time Director in the category of Key Managerial Personnel (“KMP’s”) of the Company for a period of 5 (Five) years i.e. December 23rd, 2021 to December 22nd, 2026 on the terms and conditions as mentioned below:-

S. No.	PARTICULARS	AMOUNT(s)
1.	Salary (Basic)	68,737
2.	Perquisites (including allowances)	
	(a) Special Allowance	64,240
	(b) House Rent Allowance	27,495
	(c) Child Education Allowance	200
	(d) Gratuity	3,305
	(e) Employer PF Contribution	8,248
	(f) Vehicle Maintenance Reimbursement	10,000
	(g) Food Coupons	3,500
	(h) Driver Expenses	15,000
	TOTAL	2,00,725
3.	The perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at cost.	

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide the remuneration (salary and perquisites) payable to Mr. Rajesh Kumar Sharma (DIN: 09388677), within the overall limit mentioned in the respective provisions of the Companies Act, 2013 read with respective rules, notification and all guidelines for managerial remuneration issued by the CG from time to time and framed as per the Policy of the Company, in this regard.

RESOLVED FURTHER THAT where in any financial year, the Company has no profit or inadequate profit, the remuneration as decided by Board from time to time, shall be paid to Mr. Rajesh Kumar Sharma (DIN:09388677) as minimum remuneration within the overall limit mentioned in the respective provisions of the Companies Act, 2013 read with respective rules, notification & all guidelines for managerial remuneration issued by the Central Government from time to time and framed as per the Policy of the Company, in this regard with the approval of the Central Government, if required.

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RESOLVED FURTHER THAT approval of the Board be and is hereby accorded to appoint Mr. Rajesh Kumar Sharma (DIN: 09388677) as “Officer in Default” under section 2(60) or any other applicable provisions of the Companies Act, 2013, Goods & Service Tax Laws, Income Tax Laws, Micro, Small & Medium Enterprises Laws, Foreign Exchange Management Act Laws and/or any other governing Law, Rules, Regulations, Guidelines and also to accomplish all such kind of duties and responsibilities which are required to be fulfilled statutorily under the above referred Law(s), which are applicable on the Company from time to time.

RESOLVED FURTHER THAT any one of the Director of the Company and Company Secretary, be and are hereby severally authorised to e-file the prescribed form(s) with the concerned Registrar of Companies, and to do all such acts, deeds, things and deal with all such matters and take all steps as may be necessary to give to this resolution."

NOTES:-

1. **The EGM will be held at the said venue by strictly adhering to the Social Distancing Norms and Other Safety Protocols including face masks, hand sanitization etc. as per the latest guidelines / advisories /SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.** Entry to the venue will be made on 'first come first basis according to the maximum permissible limit for a gathering at a place as per the lock down restrictions prevailing at that time.
2. Explanatory Statement setting out all material facts relating to special business contained in item No. 1 to 3 as required under Section 102 of the Companies Act, 2013 is annexed hereto.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. The proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners on Friday, March 25th, 2022, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
7. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.

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8. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice by e-mail and others are sent by post/courier along with attendance slip. In case a Shareholder is desirous of obtaining notice and attendance slip in printed form or a duplicate one, shareholder may write to companysecretary@anandprojects.com.
9. The Board of Directors has appointed Mr. Amit Kansal (Membership No. FCS 8914), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
10. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

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

- (i) The voting period begins on Monday, April 25th, 2022 at 9.00 a.m. IST and ends on Wednesday, April 27th, 2022 at 5.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of April 15th, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your

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	<p>vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none">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.jspVisit 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> </p> <p style="text-align: center;"> </p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<ul style="list-style-type: none">❖ Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)❖ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">❖ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

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- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@anandprojects.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

12. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders**- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@anandprojects.com / sandeeps@adroit.com.
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Noida Office:
SF 001 & 035, Second Floor
Ansal Fortune Arcade,
Sector-18, Noida 201301 (U.P.)

By Order of the Board of Directors
For Anand Projects Limited

Place: Noida
Dated: March 30th, 2022

Surendra Kumar Sharma
(Company Secretary)
M.No. F5737

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EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESSES MENTIONED UNDER ITEM NOS. 1 TO 3 OF THE ACCOMPANYING NOTICE

Pursuant to the provisions of Section 102 of the Companies Act, 2013 and Secretarial Standard -2 on General Meetings, the following statement sets out all material facts relating to the Special Business as aforesaid of the accompanying Notice dated March 30th, 2022:

In respect of Item No. 1&2

In order to restructure the debt of the Company / its subsidiaries / associates, the Company/ its subsidiaries/ associates are evaluating various options including but not limited to revising the terms of lending of the current borrowings / securities issued, raise money from Banks / issuing Debentures / quasi – debt instruments to re- finance the existing debt, etc.

These activities might require your Company to create such charges, mortgage, pledge and hypothecation created by the Company on such movable and/or immovable, tangible and/or intangible properties of / investments made by the of the Company, both present and future, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may deem fit, together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings availed / to be availed by the Company / its subsidiaries / associate companies, by way of any kind of credit facilities, advances or deposits, loans or bill discounting, any other securities or instruments such as but not limited to bonds, secured premium notes, floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments either in rupees or in such other foreign currencies as may be permitted by law from time to time, issued / to be issued by the Company / its subsidiaries / its associate companies, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013.

Pursuant to Section 180(1)(a) of the Companies Act, 2013, the Board of Directors cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings except with the consent of the members of the Company in a general meeting.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves and securities premium], apart from temporary loans obtained from the company's bankers in the ordinary course of business except with the consent of the members of the Company in a general meeting.

As per Section 185(2) of the Companies Act, 2013 a company may provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the company in general meeting. The explanatory statement to the notice for the relevant general meeting shall also disclose the full particulars security provided and the purpose for which the security is proposed to be utilized by the recipient of the loan. As per the explanation to Section 185(2) of the Act any person in whom any of the director of the company is interested" means any private company of which any such director is a director or member. Since Mr. Rajesh Kumar Sharma (Whole Time Director

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(CIN: L40109UP1936PLC048200)

& CFO) and Mr. Manish Sharma (Additional Director) of the Company interested in Ojas, the Special Resolution under item no. 1 & 2 is proposed to be passed by the shareholders.

Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions. Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions. Proviso to Section 188 provides that nothing contained in sub-section (I) of Section 188 applies where transactions are entered into by the company in the ordinary course of conduct of business other than transactions which are not on an arm's length basis.

The third proviso to section 188(1) of Act states that section 188(1) of the Act shall not apply to any transaction entered into by the Company in its ordinary business, on an arm's length basis. Accordingly, even though the proposed transaction of pledge of securities to be entered on an arm's length basis, since this transaction could be construed as being outside the ordinary course of business, the approval of the members of the Company under section 188 of the Act is being sought by way of Special Resolution as set out at item no. 1 of the notice.

S.No	Name of Related Party	Relationship	Estimated Value of Transaction	Nature, Material Terms/ Particulars of the contract or arrangement
1.	Ojas Industries Private Limited	Associates Company	550.00 Crores	Creation of security to the third party ("Bajaj Hindusthan Sugars Limited" or "BHSL") to secure loan (including outstanding interest if any) for not exceeding Rs. 550.00 crores obtained by Ojas in the ordinary course of business, from BHSL
2.	Ojas Industries Private Limited	Associates Company	950.00 Crores	Transaction involving a transfer of resources, services or obligations
TOTAL			1500.00 Crores	

Your Board of Directors had in its meeting held on 30th March 2022, accorded consent to create security to the third party ("Bajaj Hindusthan Sugars Limited" or "BHSL") to secure loan (including outstanding interest if any) for not exceeding Rs. 550.00 crores obtained by Ojas (our associate company) in the ordinary course of business, from BHSL. Creation of security on the assets of the Company which may mean or include whole or substantially the whole of undertaking of the Company requires consent of shareholders. Accordingly, matter has been put forward for members' approval.

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Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Ojas are as follows:-

S.No.	Particulars	Remarks
1.	Name of the Related Party	As per table above
2.	Name of the Director or KMP who is related	Mr. Rajesh Kumar Sharma Mr. Manish Sharma
3.	Nature of Relationship	As per table above
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	As per table above
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	None

Mr. Rajesh Kumar Sharma (Whole Time Director & CFO) and Mr. Manish Sharma (Additional Director) of the Company or their respective relatives is concerned or interested to the extent of their Directorship, in the resolution.

The Board recommends the above special resolution for your approval.

In respect of Item No. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders, Central Government and other authorities, as may be applicable, at its meeting held on December 23rd, 2021 had appoint Mr. Rajesh Kumar Sharma (DIN: 09388677) as Whole Time Director in the category of Key Managerial Personnel (“KMP”) of the Company for an another further period of 5 (Five) years effective from December 23rd, 2022, on the terms and conditions as set out in the resolution.

As per the provisions of Section 196,197, 198, 203(1)(i) and Schedule V of the Companies Act, 2013, the appointment of Whole Time Director and remuneration payable to him requires the approval of the shareholders in General Meeting by way of a special resolution.

Disclosures as required by Schedule V Part II Section II – Paragraph 1(B):-

(I) GENERAL INFORMATION:

- (1) Nature of Industry- Engineering, Procurement & Construction (EPC) Contractor for erection of power plants.
- (2) Date or expected date of Commencement of Commercial operation- Certificate of Incorporation dated December 05, 1936.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus- N.A.
- (4) Financial Performance:-

Financial Parameters	2016-17	2017-18	2018-19	2019-20	2020-21
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Turnover	1,004,570,421	293,287,545	55,460,769	21,259,730	86,998,706
Other Income	66,820,631	55,138,209	53,892,263	19,144,059	44,970,329
Net Profit as computed u/s 197 of the Companies Act, 2013					
Net Profit as per profit & loss A/c (Before Tax) (May be considered as net profit u/s 197)	69,308,683	50,931,027	73,083,927	2,110,129	31,013,870
Net Profit as per profit & loss A/c (After Tax)	45,640,373	33,725,421	52,744,791	2,403,786	22,381,769
Amount of dividend paid	-	-	-	-	-
Rate of dividend paid	-	-	-	-	-

(5) Export Performance and net foreign exchange collaborations- The Company is not engaged in export business. It does not have any foreign collaboration.

(6) Foreign investments or collaborators, if any- NA

(II) INFORMATION ABOUT THE APPOINTEE:

(1) Background Details- Mr. Rajesh Kumar Sharma (DIN: 09388677), an Indian National, aged 62 years, is Post Graduate & MBA by qualification and having a vast experience of 41 years in the field of Finance & Accounts and Taxation.

(2) Past Remuneration- His last drawn gross salary was Rs 2,00,725/- (Rupees Two Lakhs and Seven Hundred Twenty Five Only) per annum.

(3) Recognition or Awards- None

(4) Job profile and its suitability- Subject to the superintendence, direction and control of the Board, the day to day management and administration of the Company is vested in the Whole Time Director. Considering the educational qualifications and experience of Mr. Rajesh Kumar Sharma, his appointment on the Board as Whole Time Director in the category of Key Managerial Personnel (“KMP”) of the Company would help the Company for future growth and expansion.

(5) Remuneration Proposed- as set in the resolution for the item no. 3.

(6) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the Country of Origin)- Taking into consideration the size of the Company, the profile of Mr. Rajesh Kumar Sharma, the responsibilities shouldered by him, the

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aforesaid remuneration package are commensurate with the remuneration package paid to managerial position in other companies.

- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any- Besides the remuneration being paid to him as the Whole Time Director, he does not have any other pecuniary relationship with the Company or any other managerial personnel.

(III) OTHER INFORMATION:

- i) Reasons of loss or inadequate profits: N.A
- ii) Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measureable terms: N.A
- iii) Expected increase in productivity and profits in measurable terms: N.A

Accordingly, the Board recommends the Special Resolution set out at Item No. 3 of the Notice, for approval by the Members.

Mr. Rajesh Kumar Sharma (DIN: 09388677) is interested in the Resolution mentioned at the Item No. 3 of the Notice with regard to approval of his appointment and remuneration. Save as aforesaid, none of the other Directors / Key managerial personnel / relatives of the Directors or Key managerial personnel of the Company, may be deemed to be concerned or interested financially or otherwise in the said resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 3 of this Notice as a Special Resolution.

**Noida Office:
SF 001 & 035, Second Floor
Ansal Fortune Arcade,
Sector-18, Noida 201301 (U.P.)**

**By Order of the Board of Directors
For Anand Projects Limited**

**Place: Noida
Dated: March 30th, 2022**

**Surendra Kumar Sharma
(Company Secretary)
M.No. F5737**

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ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Slip at the venue of the meeting.

DP ID No.		Folio No.	
Client ID No.		No. of Equity Shares	

Name(s) of the shareholder/Proxy holder (In BLOCK LETTERS):-

.....

I hereby accord my present at the Extra Ordinary General Meeting of the Members of the Company held on Thursday, April 28th, 2022, at 11.00 a.m., at Registered Office of the Company situated at House No. 304, Ajadpura, Lalitpur-284403 (U.P)

Signature of the shareholder / proxy

Email ID of the Shareholder / proxy

Notes:

1. Member(s) intending to appoint a proxy should complete the proxy form below and deposit it at the Registered Office of the Company not later than 48 hours before the time of commencement of Meeting.
2. A proxy need not be a member of the Company.
3. A proxy cannot speak at the meeting or vote on show of hands.

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L40109UP1936PLC048200
Name of the company : *Anand Projects Limited*
Registered office : *House No. 304, Ajadpura, Lalitpur-284403 (U.P)*

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No./ Client ID:	
DP ID:	

I/We, being the member (s) of _____ equity shares of the above named company, hereby appoint

1. Name of the Members : _____

Email Id : _____

Address : _____

Signature : _____
Or failing him/her

2. Name of the Members : _____

Email Id : _____

Address : _____

Signature : _____
Or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Thursday the 28th day of April, 2022 at 11.00 a.m. at Registered Office of the Company situated at House No. 304, Ajadpura, Lalitpur-284403 (U.P) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. /Subject Matter of the Notice

S. No.	Particulars
SPECIAL BUSINESS	
1.	Consent of the Company under Section 180(1)(a) of the Companies Act, 2013 and Rules made there under.
2.	Approval for Increase in Limit of Borrowings under Section 180(1)(c) of the Companies Act, 2013
3.	Approval of appointment as well as remuneration paid to Mr. Rajesh Kumar Sharma (DIN: 09388677) as Whole Time Director ("WTD") of the Company

Signed this ____ day of ____ 20 ____.

Affix Re. 1
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

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ROUTE MAP OF EXTRA ORDINARY GENERAL MEETING VENUE

Venue: Registered Office of the Company situated at H.No 304, Ajadpura, Lalitpur-284403 (U.P)

