

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 85th Annual General Meeting 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 Wednesday, September 09th, 2020 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements for the year ended as at March 31st, 2020 and the Statement of Profit & Loss for the year ended on that date and the reports of the Directors along with requisite annexure(s) and the Auditors thereon.
2. To appoint a Director in place of Mr. Alok Kumar Gupta (DIN: 06555961), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Upendra Prasad (DIN: 01758353) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Upendra Prasad (DIN: 01758353), who holds office of Independent Director till the conclusion of 85th AGM of the Company to be held in year 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from the conclusion of 85th AGM till the conclusion of 90th AGM of the Company to be held in year 2025.”

4. Re-appointment of Ms Jeanette Luisa Alphonso (DIN:07145918) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Jeanette Luisa Alphonso (DIN: 07145918), who holds office of Independent Director till the conclusion of 85th AGM of the Company to be held in year 2020 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from the conclusion of 85th AGM till the conclusion of 90th AGM of the Company to be held in year 2025.”

NOTES:-

1. **The AGM 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 (presently fifty) 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. 3 & 4 as required under Section 102 of the Companies Act, 2013 is annexed hereto.
3. Since the requirement of printing and dispatch of hard copy of annual report to the shareholders are dispensed with for listed entities who conduct their AGMs during the calendar year 2020 (i.e. till December 31, 2020) by SEBI vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12th, 2020 therefore the Annual Report for the F.Y. 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.anandprojects.com, and on the website of CDSL www.evotingindia.com.
4. Members are also requested to register/update their email addresses, contacts details and other information(s) as per KYC norms, with the depository participant (in case of shares held in dematerialized form) or with Company / Adroit Corporate Services Private Limited, Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).
5. As per the Companies Act, 2013 and rules made thereunder all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the RTA/Depositories.
6. A member entitled to attend and vote at the annual general meeting and is entitled to appoint a proxy to attend and vote on a poll/show of hand instead of himself and a 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. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate of not more than 10% of the share capacity of the company. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
7. 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.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
9. The Register of Members and Share Transfer Register of the Company will remain closed from Monday, September 07th, 2020 to Wednesday, September 09th, 2020 (both days inclusive).

10. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
11. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Adroit Corporate Services Pvt. Ltd.
12. Members are requested to send all communication relating to shares including requests for transfer, change of address, change of status, change of mandate, Bank Account details to our Registrar and Share Transfer Agents: Adroit Corporate Services Private Limited having their office at 19/20, Jaferbhoy Industrial Estates, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059, Tel. No.: 022 – 2859 4060/6060
13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 (corresponding to Section 109A of the Companies Act, 1956). Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH. 13 duly filled in to Adroit Corporate Services Private Limited at the above mentioned address or the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
14. In terms of Regulation 40(1) of SEBI Listing Regulation, 2015, as amended, securities can be transferred only in dematerialized form w.e.f. April 01st, 2019 except in case of request received for transmission or transposition of securities. Member holding shares in physical forms are requested to consider converting their holdings to dematerialized form. Transfer of equity shares in electronic form are effected through the depositories with no involvement of the Company.
15. **PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING ARE AS UNDER:**
 - (i) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
 - (ii) The voting period begins on Sunday, September 06th, 2020 (9.00 a.m. IST) and ends on Tuesday, September 08th, 2020 (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 cutoff date (record date) of Friday, August 28th, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through Postal Ballot/Show off hands during the AGM.

- (iii) 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 AGM and remote e-voting process in a fair and transparent manner.
- (iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM but shall not be entitled to cast their vote again.

DETAILED INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER							
I	IN CASE OF MEMBERS RECEIVING E-MAIL						
(i)	Log on to the e-voting website www.evotingindia.com						
(ii)	Click on “Shareholders” tab						
(iii)	Now Enter your User ID For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company.						
(iv)	Next enter the Image Verification as displayed and Click on Login.						
(v)	If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.						
(vi)	<p>If you are a first time user follow the steps given below:</p> <table border="1"> <tbody> <tr> <td></td> <td>For Members holding shares in Demat Form and Physical Form</td> </tr> <tr> <td>PAN</td> <td>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</td> </tr> <tr> <td>Dividend Bank Details OR Date of Birth (DOB)</td> <td>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. If both the details are not recorded with the depository or company enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</td> </tr> </tbody> </table>		For Members holding shares in Demat Form and Physical Form	PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.	Dividend Bank Details OR Date of Birth (DOB)	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. If both the details are not recorded with the depository or company enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.						
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(vii)	After entering these details appropriately, click on “SUBMIT” tab						
(viii)	Members holding shares in physical form will then reach directly the Company selection screen. However, members 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						
(ix)	For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.						
(x)	Click on the EVSN for the relevant <ANAND PROJECTS LIMITED> on which you choose to vote						
(xi)	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
(xii)	Click on the “ RESOLUTIONS FILE LINK ” if you wish to view the entire Resolution details.
(xiii)	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.
(xiv)	Once you “ CONFIRM ” your vote on the resolution, you will not be allowed to modify your vote.
(xv)	You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
(xvi)	If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
(xvii)	Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile
(xviii)	<p>Note for Non – Individual Shareholders and Custodians:-</p> <ul style="list-style-type: none"> ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. ❖ 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. ❖ 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
II	PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE
(i)	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 Company/RTA email ID.
(ii)	For Demat shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of

	PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email ID.
(iii)	The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.
III	GENERAL INFORMATION
(i)	Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
(ii)	Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the company by email to companysecretary@anandprojects.com .
(iii)	In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com , under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
(iv)	All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 1800225533
(v)	The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
(vi)	The Results declared along with the report of the Scrutinizer would be placed on the website of the Company www.anandprojects.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results would also be immediately forwarded to the BSE Limited, where the shares of the Company are listed.

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

Place: **Noida**
 Dated: **July 29th, 2020**

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

Sd/-
Surendra Kumar Sharma
 (Company Secretary)

EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED UNDER ITEM NOS. 3 & 4 OF THE ACCOMPANYING NOTICE

Item No. 3 & 4

Mr. Upendra Prasad (DIN: 01758353) and Ms Jeanette Luisa Alphonso (DIN: 07145918) were appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at their Annual General Meeting held on August 28th, 2015 to hold office of Independent Directors till the conclusion of 85th AGM of the Company to be held in year 2020 (“first term” as per the explanation to Section 149(10) and 149(11) of the Act.).

The Nomination & Remuneration Committee at its Meeting taking into account the performance evaluation of Mr. Upendra Prasad (DIN: 01758353) and Ms Jeanette Luisa Alphonso (DIN: 07145918), during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by the Directors during their tenure as an Independent Directors since their appointment, has recommended to the Board that continued association of the Directors as an Independent Directors would be in the interest of the Company.

Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mr. Upendra Prasad (DIN: 01758353) and Ms Jeanette Luisa Alphonso (DIN: 07145918) as an Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from the conclusion of 85th AGM till the conclusion of 90th AGM of the Company to be held in year 2025 not liable to retire by rotation.

Accordingly, the Board recommends the Special Resolution set out at Item No. 3 & 4 of the Notice, for approval by the Members.

Mr. Upendra Prasad (DIN: 01758353) and Ms Jeanette Luisa Alphonso (DIN: 07145918) are interested in the Resolutions mentioned at the Item No. 3 & 4 of the Notice with regard to re-appointment as an independent directors. 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.

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

Place: Noida
Dated: July 29th, 2020

By Order of the Board of Directors
For Anand Projects Limited

Sd/-
Surendra Kumar Sharma
(Company Secretary)