

**NOTICE TO THE SHAREHOLDERS**

NOTICE is hereby given that the 87<sup>th</sup> 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, Azadpura, Lalitpur-284403 (U.P) on Thursday, September 15<sup>th</sup>, 2022 at 11.30 a.m. to transact the following business:

**ORDINARY BUSINESS:****1. To receive, consider and adopt:**

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.

**2. To appoint a Director in place of Mr. Rajesh Kumar Sharma (DIN: 09388677), who retires by rotation and being eligible, offers himself for re-appointment.****SPECIAL BUSINESS:****3. Appointment of Mr. Manish Sharma (DIN: 09375119) as a Non-Executive Independent Director of the Company**

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

**“RESOLVED THAT** in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company, Mr. Manish Sharma (DIN: 09375119), who was appointed as an Additional Director of the Company with effect from December 23, 2021, by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) and Article 118 of the Articles of Association of the Company and who is eligible for appointment and which has been recommended by the Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company;

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Act (including any statutory modifications or re-enactments thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the appointment of Mr. Manish Sharma (DIN: 09375119), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from December 23, 2021 up to December 22, 2026 (both days inclusive), be and is hereby approved.”

**4. Appointment of Mrs. Neha Sharma (DIN: 07582949) as a Non-Executive Non-Independent Director of the Company**

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

**“RESOLVED THAT** in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company, Mrs. Neha Sharma (DIN: 07582949), who was appointed as an Additional Director of the Company with effect from December 23, 2021, by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) and Article 118 of the Articles of Association of the Company and who is eligible for appointment and which has been recommended by the Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company and that she shall be liable to retire by rotation;

**5. Approval of appointment of Statutory Auditors of the Company in Casual Vacancy**

To, consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 139(8) and other applicable provisions if any of the Companies Act, 2013, as amended from time to time or any other law for the time being in force, (including any statutory modification(s) or amendment thereto or reenactment thereof), and pursuant to recommendation by the Board of Directors, M/s. Chopra Vimal & Co., Chartered Accountants, (FRN No: 06456C), be and is hereby appointed as Statutory Auditors of the Company for the financial year 2022-2023 to fill the casual vacancy caused to the resignation of M/s. R.S Dani & Co., Chartered Accountants, (FRN No. 000243C).”

**“RESOLVED FURTHER THAT** M/s. Chopra Vimal & Co., Chartered Accountants, (FRN No: 06456C), shall hold office of auditors from the conclusion of this annual general meeting till the conclusion of next Annual General Meeting of the Company to be held in the year 2023 at a remuneration as may be fixed by the Board of Directors in consultation with the said Auditors.”

**“RESOLVED FURTHER THAT** any one of Director or the Company Secretary, be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the said resolution and file e-Form ADT-1 for appointment of M/s. Chopra Vimal & Co., Chartered Accountants, (FRN No: 06456C) with the Registrar of Companies.”

**6. To approve existing as well as proposed material related party transactions with its Associates Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s),

consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course: (a) purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipments to meet its business objectives/ requirements; (b) transfer of any resources, services or obligations to meet its business objectives/ requirements ("Related Party Transactions") on such material terms and conditions as detailed in the explanatory statement as the Board in its absolute discretion may deem fit, which may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations, the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company and the aggregate amount/value of all such arrangements/transactions/contracts remaining outstanding at the end of any day shall not exceed Rs. 1500.00 crores from 87<sup>th</sup> Annual General Meeting (AGM) of the Company till the 88<sup>th</sup> AGM of the Company, for a period not exceeding fifteen months".

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

- 7. To approve existing as well as proposed material related party transactions with Shailputri Enterprises Private Limited and/or its promoters, promoter group Companies, person acting in concern, holding, subsidiaries & associates companies (if any)**

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

**"RESOLVED THAT** pursuant to the provisions of Section 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or

series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course: (a) reimbursement of expenses including towards availing/ providing for sharing/usage of each other’s resources; (b) purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/ or equipments to meet its business objectives/ requirements; (c) transfer of any resources, services or obligations to meet its business objectives/ requirements (“Related Party Transactions”) on such material terms and conditions as detailed in the explanatory statement as the Board in its absolute discretion may deem fit, which may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations, the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company and the aggregate amount/value of all such arrangements/ transactions/ contracts remaining outstanding at the end of any day shall not exceed Rs. 10.00 crores from 87<sup>th</sup> Annual General Meeting (AGM) of the Company till the 88<sup>th</sup> AGM of the Company, for a period not exceeding fifteen months”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

#### 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 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 to 7 as required under Section 102 of the Companies Act, 2013 is annexed hereto.
3. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, the Notice of AGM alongwith Annual Report FY 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report FY 2021-2022 has been uploaded on the website of the Company at [www.anandprojects.com](http://www.anandprojects.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://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. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting ("AGM") 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.
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 12<sup>th</sup>, 2022 to Thursday, September 15<sup>th</sup>, 2022 (both days inclusive).
10. 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.
11. 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).
12. 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.
13. 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
14. 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.

15. 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 01<sup>st</sup>, 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 at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI. Transfer of equity shares in electronic form are effected through the depositories with no involvement of the Company.
16. 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.
17. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
18. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Monday, September 12<sup>th</sup>, 2022 at 9.00 a.m. IST and ends on Wednesday, September 14<sup>th</sup>, 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 September 05<sup>th</sup>, 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.

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

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>(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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>(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. 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.</p> <p>(3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>(1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 vote during the remote e-Voting period.</p> <p>(2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p>

	(3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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.

**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**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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.evoting.com](http://www.evoting.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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	<ul style="list-style-type: none"> <li>❖ Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>❖ 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>❖ 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.</li> </ul>

- (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](http://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](mailto: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](mailto: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](mailto: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.

**1. 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](mailto:companysecretary@anandprojects.com) / [sandeeps@adroit.com](mailto: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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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.)**

**Place: Noida**  
**Dated: August 10<sup>th</sup>, 2022**

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

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

**EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED UNDER ITEM NOS. 3 TO 7 OF THE ACCOMPANYING NOTICE****Item No. 3**

Based upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company ('Board') appointed Mr. Manish Sharma (DIN: 09375119), as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of five years i.e. from December 23, 2021 to December 22, 2026 (both days inclusive), subject to approval of the Members.

Pursuant to Section 161(1) of the Companies Act, 2013 ('Act') and Article 118 of the Articles of Association of the Company, Mr. Manish Sharma (DIN: 09375119) shall hold office only up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as Director.

The Company has received a declaration from Mr. Manish Sharma (DIN: 09375119) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Manish Sharma (DIN: 09375119) confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Manish Sharma (DIN: 09375119) has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Mr. Manish Sharma (DIN: 09375119) has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Manish Sharma (DIN: 09375119) is a person of integrity and fulfills the criteria specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and he is independent of the management of the Company. Having regard to his qualification, vast experience, skill set and knowledge, the Board considers that Mr. Manish's association would be of immense benefit and interest to the Company and it is desirable to avail his services as Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the appointment of Mr. Manish Sharma (DIN: 09375119) as Independent Director is being placed for approval of the Members of the Company.

The Board recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members of the Company. Mr. Manish Sharma (DIN: 09375119) is not related to any other Director or Key Managerial Personnel of the Company.

Except Mr. Manish Sharma (DIN: 09375119) and/or his relatives, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned and interested, in the Resolution set out at the Item No. 3 of the accompanying Notice.

**Item No. 4**

Based upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company ('Board') appointed Mrs. Neha Sharma (DIN: 07582949), as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of five years i.e. from December 23, 2021 to December 22, 2026 (both days inclusive), subject to approval of the Members.

Pursuant to Section 161(1) of the Companies Act, 2013 ('Act') and Article 118 of the Articles of Association of the Company, Mrs. Neha Sharma (DIN: 07582949) shall hold office only up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as Director.

Mrs. Neha Sharma (DIN: 07582949) has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

During the year under review, Mrs. Neha Sharma (DIN: 07582949) expressed her unwillingness to continue as Independent Director in the Board of Directors of the Company and relinquish her office of Independent Director and consented to continue as Non-Executive Non-Independent Director upon the Board of Directors of the Company.

The Board of Directors are of the opinion that the continuation of Mrs. Neha Sharma (DIN: 07582949) as Director would be in the best interest of the Company. As the said appointment has been recommended by Nomination and Remuneration Committee of the Company, therefore requirement of deposit of amount u/s 160 of the Companies Act, 2013 shall not apply in the case of said appointment.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members of the Company. Mrs. Neha Sharma (DIN: 07582949) is not related to any other Director or Key Managerial Personnel except Mr. Surendra Kumar Sharma, Company Secretary of the Company.

Except Mrs. Neha Sharma (DIN: 07582949) and Mr. Surendra Kumar Sharma, Company Secretary of the Company, none of the other Directors or KMP of the Company and their respective relatives are, in any way, concerned and interested, in the Resolution set out at the Item No. 4 of the accompanying Notice.

**Item No. 5**

M/s. R.S. Dani & Co., Chartered Accountants (Firm Registration No. 000243C), were appointed as Statutory Auditors of the Company pursuant to resolution passed by members of the Company in the Annual General Meeting held on July 18, 2019 to hold office of Statutory Auditor for a period of 5 years. As informed by M/s R.S Dani & Co vide their letter dated June 14<sup>th</sup>, 2022, due to various internal reasons, they were not able to renew the Peer Review certificate till date. Accordingly they have tendered their resignation from the position of Statutory Auditors vide their letter dated June 14<sup>th</sup>, 2022 resulting into a casual vacancy in the office of Statutory Auditors of the Company as per Section 139(8) of the Companies Act, 2013. Further pursuant to the provisions of Section 139(8) of the Companies Act any casual vacancy in the office of Statutory Auditor shall be filled by the Board of Directors within thirty days and such appointment shall also be approved by the Company at a general meeting convened within three months of the recommendation of the Board and they shall hold the office till the conclusion of the next annual general meeting. As per the recommendations of audit committee, the Board of Directors in their meeting held on June 15<sup>th</sup>, 2022 proposed to appoint M/s. Chopra Vimal & Co., Chartered Accountants (Firm Registration No. 06456C), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. R.S. Dani & Co., Chartered Accountants, (Firm Registration No. 000243C) till the conclusion of the next annual general meeting. M/s. Chopra Vimal

& Co., Chartered Accountants (Firm Registration No. 06456C), have conveyed their consent to be appointed as Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members would be within the limits prescribed under the Companies Act, 2013. Accordingly, the Board recommends the resolution set out at item number 5 of the Notice for appointment of Statutory Auditors to fill casual vacancy i.e. to appoint M/s. Chopra Vimal & Co., Chartered Accountants (Firm Registration No. 06456C), as Statutory Auditor, as an Ordinary Resolution for consideration and approval by members of the Company.

Disclosures as per Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given below:

- (a) It is proposed that an amount of same as previous auditor fees plus tax as applicable and reimbursement of out-of-pocket expenses be paid to M/s. Chopra Vimal & Co. for audit of accounts of the Company for the financial year ending March 31, 2023. The Company had paid statutory audit fees of Rs. 6,00,000 (Six Lakh Only) to the outgoing Statutory Auditors i.e. M/s. R.S. Dani & Co. for the financial year 2021-22. In the opinion of the Audit Committee and the Board of Directors of the Company, the fees payable to M/s Chopra Vimal & Co., Chartered Accountants, is based on the fee proposal received at the time of selection of the Statutory Auditors by the Audit Committee.
- (b) M/s Chopra Vimal & Co., Accountants is in Practice since 1989, which has been providing its expertise in the field of Auditing and Taxation to all sectors of trade & industry and bear renowned names in professional circle also. M/s Chopra Vimal & Co., has rich experience in Taxation matters, MIS & Internal Audits, Statutory Audits & Tax Audits, Indian & International Accounting Standards.

None of the Directors, Key Managerial Persons or their relatives, in any way concerned or interested in the said resolution.

#### **Item No 6 & 7**

As per the provisions of Section 188 of the Act, transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require the approval of shareholders through a resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the SEBI Listing Regulations.

SEBI has notified SEBI (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulation, 2021, effective from April 1, 2022. Pursuant to the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI Listing Regulations, transactions involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand will be considered as "related party transactions", and as "material related party transactions", if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, such material related transaction shall require prior approval of shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

The Company and/ or its associates may enter into various transactions viz. inter-corporate deposits / allocation and reimbursement of common expenses paid or received/ availing or rendering of services/ leave and license/ purchase or redemption of structured product, etc. from time to time, as and when required. The said transactions are in ordinary course of business and at arms' length and approved by the Audit Committee as well as by Board of the Directors of the Company.

The Company vide Extra-ordinary General Meeting notice dated March 30, 2022, sought approval of the Shareholders for entering into related party transactions for the Company/its subsidiaries on one hand and a related party of the listed entity on the other hand for financial year 2022-23. The said transactions were approved by the Shareholders and passed with requisite majority on April 28<sup>th</sup>, 2022.

Subsequently, SEBI vide Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated April 08, 2022 has issued clarification on the period of validity of the omnibus approval where the transactions are material and shareholders' approval is also required. The said Circular specifies that the shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months. In case of omnibus approvals for material RPTs, obtained from shareholders in General meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year.

In view of the aforesaid clarification issued by SEBI, approval of the shareholders is sought for the material related party transactions to be entered between the Company and/or its subsidiaries on one side and related party of the Company on the other side, which may exceed the materiality threshold limit as prescribed under the SEBI Listing Regulations from 87<sup>th</sup> AGM till 88<sup>th</sup> AGM of the Company, for a period not exceeding fifteen months. All these transactions will be executed at an arm's length basis and in the ordinary course of business of the Company / or its subsidiaries and have been approved by the Audit committee as well as by the Board of Directors at their respective meetings.

In view of the above, the approval of the members of the Company under section 188 of the Act is being sought by way of an Ordinary Resolution as set out at item no. 6&7 of the notice.

S.No	Name of Related Party	Relationship	Estimated Value of Transaction (in Crores)	Nature, Material Terms/ Particulars of the contract or arrangement
1.	Ojas Industries Private Limited	Associates Company	550.00	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	Transaction involving a transfer of resources, services or obligations
3.	Shailputri Enterprises Private Limited	Related Party as per Accounting Standards and Listing Regulations	10.00	Transaction involving a transfer of resources, services or obligations

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 said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members. It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

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

**Place: Noida**  
**Dated: August 10<sup>th</sup>, 2022**

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

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