

ANAND PROJECTS LIMITED
CIN: L40109UP1936PLC048200

Board of Directors

Mr. Rajesh Kumar Sharma (DIN: 09388677)
(Whole Time Director & CFO)

Mr. Manish Sharma (DIN: 09375119)
(Independent & Non-Executive Director)

Mrs. Neha Sharma (DIN: 07582949)
(Non-Independent & Non-Executive Women Director)

Mr. Omparkash Verma (DIN: 07411027)
(Independent & Non-Executive Director)

Mr. Neeraj Khari
(Company Secretary & Compliance Officer)

Statutory Auditors

M/s. Chopra Vimal & Co.
Chartered Accountants

Registered Office

House No. 304, Azadpura, Lalitpur-284403 (U.P)
Tel. No.: +91 9891067472
E-mail address: companysecretary@anandprojects.com
Website: www.anandprojects.com

Noida Office

SF 001 & 035, Second Floor, Ansal Fortune Arcade, Sector-18,
Noida 201 301(U.P.)

Tel: +91 120 2511389, Fax: +91 120 2511389
E-mail address: companysecretary@anandprojects.com
Website: www.anandprojects.com

Bankers

HDFC Bank Limited & Punjab National Bank

**Registrar & Transfer
Agents**

Adroit Corporate Services Private Limited
19/20, Jaferbhoy Industrial Estates, 1st Floor,
Makwana Road, Marol Naka, Andheri (E),
Mumbai- 400059.

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 88th Annual General Meeting of the members of Anand Projects Limited will be held at Anand Residency, Anand Tower, Elite Crossing, Jhansi Road, Lalitpur-284403 (U.P) on Thursday, September 28th, 2023 at 04.00 p.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, 2023, 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, 2023, 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.

3. To appoint of M/s Chopra Vimal & Co., Chartered Accountants, (FRN No: 06456C) as Statutory Auditors of the Company

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, 142 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, 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 the recommendation of the Audit Committee and the Board of Directors, M/s. Chopra Vimal & Co., Chartered Accountants, having registration no. FRN No: 06456C), be and is hereby appointed as Statutory Auditors of the Company, who shall hold the office from the conclusion of the 88th Annual General Meeting till the conclusion of the 93th Annual General Meeting of the Company to be held in the year 2028, at a remuneration to be determined by the Board of Directors of the Company, as Auditor and for other professional services rendered by them as may be mutually agreed between the Company and the Auditor along with reimbursement of travelling and other out of pocket expenses as may be incurred by them during the course of the Audit.”

“**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.”

SPECIAL BUSINESS:**4. To approve the change of Category of Mrs. Neha Sharma (DIN: 07582949 from Non-Executive Non- Independent Women Director to Non-Executive Independent women Director of the Company**

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

RESOLVED 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 re-categorization of Mrs. Neha Sharma (DIN: 07582949), who has submitted a declaration that she 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 re-categorization, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from August 10th, 2023 up to August 09th, 2028 (both days inclusive), be and is hereby approved.”

5. Approval for material related party transactions between the Company and its Associate Company

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

“RESOLVED THAT in suppression to the earlier resolution passed in this regards and pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), read with Section 188 and other applicable provisions of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, 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 into/continue with the exiting 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 the related party falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the Listing Regulations as well as Section 188 of the Companies Act, 2013 read with the definition of ‘Related Party’ under Regulation 2(1)(zb) of the Listing Regulations and Section 2(76) of the Companies Act, 2013, in the course of: **(a)** purchase/ sale/exchange/transfer/ lease of business asset(s) and/ or equipment’s to meet its business objectives/ requirements; **(b)** transfer of any resources, services or obligations to meet its business objectives/ requirements; 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 88th Annual General Meeting (AGM) of the Company till the 89th 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.”

6. 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 in suppression to the earlier resolution passed in this regards and pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), read with Section 188 and other applicable provisions of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, 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 into/continue with the exiting 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 the related party falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the Listing Regulations as well as Section 188 of the Companies Act, 2013 read with the definition of ‘Related Party’ under Regulation 2(1)(zb) of the Listing Regulations and Section 2(76) of the Companies Act, 2013 in the course of: **(a)** purchase/ sale/exchange/transfer/ lease of business asset(s) and/ or equipment’s to meet its business objectives/ requirements; **(b)** transfer of any resources, services or obligations to meet its business objectives/ requirements; 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 88th Annual General Meeting (AGM) of the Company till the 89th 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 the payment of sitting fee to the Non-Executive Directors of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 read with rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the approval of the members of the Company be and is hereby accorded to pay remuneration by way of sitting fees for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, subject to such sum as may be decided by the Board of directors thereof which shall not exceed the maximum permissible limit per meeting of the Board or committee thereof or for any other purpose whatsoever as mentioned in the above referred Section of the Companies Act, 2013, in addition to reimbursement of actual expenses incurred for attending the meetings.”

“RESOLVED FURTHER THAT the Board of Directors and key Managerial Personnel be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give the effect to the above.”

NOTES:-

1. Explanatory Statement setting out all material facts relating to special business contained in item No. 3 to 7 as required as required by Regulation 36(3) of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 102 of the Companies Act, 2013 is annexed hereto.
2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020 note that Notice calling AGM along with Annual Report FY 2022-2023 has been uploaded on the website of the Company at www.anandprojects.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at 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.
3. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 has mandated the submission of PAN, KYC details (Contact details, Bank Account details, Specimen Signature etc.) corresponding to their Folios number(s) and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by 30 June, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the RTA.

In case a holder of physical securities fails to furnish any of the above cited documents or details on or before 1st October, 2023 or link their PAN with Aadhaar on or before 30th June, 2023, in accordance with the abovementioned, RTA is obligated to freeze such folios. However, the security holders of such frozen folios shall be eligible:

- a. to lodge grievance or avail any service request from the RTA only after furnishing the complete documents / details as mentioned above.
- b. for any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from April 01, 2024 and thereafter, the same shall be made electronically only upon complying with the aforementioned requirements.

Further, If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

- The RTA shall revert the frozen folios to normal status upon receipt of all aforementioned documents/details.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act will be available during the meeting for inspection to the Members attending the AGM.
 5. The Company has fixed Monday, 18th September, 2023, as the “Cut-Off Date” for remote e-voting. The remote e-voting / voting rights of the shareholders/beneficial owners shall be reckoned on the basis of equity shares held by them as at close of business hours on the Cut-Off Date i.e. Monday, 18th September, 2023, only.
 6. 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.
 7. 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.
 8. 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.
 9. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
 10. The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.
 11. The Register of Members and Share Transfer Register of the Company will remain closed from Monday, September 25th, 2023 to Thursday, September 28th, 2023 (both days inclusive).
 12. 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.
 13. 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).
 14. 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.

15. 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
16. 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.
17. 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 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.
18. 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.
19. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

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

- (i) The remote e-voting period begins on Monday, September 25th, 2023 at 9.00 a.m. IST and ends on Wednesday, September 27th, 2023 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 18th, 2023 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 above said 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
Individual Shareholders holding securities in Demat mode with CDSL	<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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<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: https://eservices.nsd.com 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 https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<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.</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

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.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 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.

- (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.
 - 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.

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 / 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 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 Futurex, 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.

“Annexure-I”

Profile of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting

(In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard – 2 on General Meetings as issued by Institute of Company Secretaries of India (“ICSI”)

Name of Director	Mr. Rajesh Kumar Sharma	Mrs. Neha Sharma
DIN	09388677	07582949
Age	64 Years	37 Years
Qualifications	M.Com, LLB, MBA	CS,LLB
Experience (including expertise in specific functional area) / Brief resume	<p>Mr. Rajesh Kumar, a visionary, an able administrator with huge experience in the field of Tax and Finance.</p> <p>He has been principally involved in work of Finance and Indirect Taxation and also co-ordination and high level liaison with all Local Authority/Statutory Regulatory bodies to ensure smooth function of company.</p> <p>He is handling the work of Finance & Accounts and Direct & Indirect Taxation from 1986.</p>	<p>Mrs. Neha Sharma is a Practicing Company Secretary with an experience of 7 years.</p> <p>She is working in the field of Corporate Advocacy and Compliance from the last 7 years.</p> <p>She is well versed and expert in handling the matters of SEBI, NCLT, RBI and various authorities apart from corporate advisory and compliances under Companies Act including liasioning with different regulatory authorities.</p>
Date of first appointment on the Board	23 rd December. 2021	23 rd December. 2021
Terms and conditions of re-appointment	On existing terms & conditions	On existing terms & conditions
Names of listed entities in which the person also holds the directorship and the membership of Committees of	None	None

the board along with listed entities from which the person has resigned in the past three years		
Shareholding in the Company as on 31 st March, 2023	01 Equity Share	None
Disclosure of relationships between directors inter-se	None	None

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: August 10th, 2023

Neeraj Khari
(Company Secretary)
M.No. A63204

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

M/s. Chopra Vimal & Co., Chartered Accountants (Firm Registration No. 06456C), were appointed as the Statutory auditors to fill a casual vacancy in the office of Statutory Auditors of the Company as per Section 139(8) of the Companies Act, 2013 for the financial year 2022-23 by the board of Directors on recommendations of audit committee on June 15th 2022 and approved by the Shareholders in the Annual General Meeting held on 15th September 2022. Their term will end at the conclusion of 88th Annual General Meeting.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. Chopra Vimal & Co., Chartered Accountants (Firm Registration No. 06456C), as the Statutory Auditors of the Company, for a term of 5 years to hold office from the conclusion of 88th Annual General Meeting until the conclusion of 93th Annual General Meeting to be held in the year 2028.

The Statutory Auditor M/s. Chopra Vimal & Co., Chartered Accountants (Firm Registration No. 06456C) have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder

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 Rs. 6,00,000 (Six Lakh Only) per year as 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. 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.

Based upon the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval by the Members.

Item No. 4

Based upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company ('Board') re-categorized Mrs. Neha Sharma (DIN: 07582949), as an Independent Director of the Company, not liable to retire by rotation, for a term of five years i.e. from August 10th, 2023 to August 09th, 2028, subject to the approval of the members.

The Company has received a declaration from Mrs. Neha Sharma (DIN: 07582949) to the effect that she 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, Mrs. Neha Sharma (DIN: 07582949) confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Neha Sharma (DIN: 07582949) has also confirmed that she 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.

Mrs. Neha Sharma (DIN: 07582949) has also confirmed that she 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, Mrs. Neha Sharma (DIN: 07582949) is a person of integrity and fulfills the criteria specified in the Act, Rules and SEBI Listing Regulations for re-categorization as an Independent Director and she is independent of the management of the Company. Having regard to her qualification, vast experience, skill set and knowledge, the Board considers that Mrs. Sharma's association would be of immense benefit and interest to the Company and it is desirable to avail her services as an 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 re-categorization of Mrs. Neha Sharma (DIN: 07582949) as an Independent Director is being placed for approval of the Members of the Company.

The Board recommends the Special 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 of the Company.

Except Mrs. Neha Sharma (DIN: 07582949) and/or her 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. 4 of the accompanying Notice.

Item No 5 & 6

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.

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 88th AGM till 89th 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. 5 & 6 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	1500.0	(i) Sale, purchase or supply of any goods or material; (ii) Selling or otherwise disposing of or buying property of any kind; (iii) Leasing of property any kind; (iv) Availing or rendering of any services; (v) Such Related Party's appointment to any office or place of profit in the company, its subsidiary company or associate company;
2.	Shailputri Enterprises Private Limited	Related Party as per Accounting Standards and Listing Regulations	10.00	(vi) Underwriting the subscription of any securities or derivatives thereof, of the company; (vii) 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
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) of the Company or his 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.

Item No. 7

The Company has appointed Non-Executive Directors in its board to comply with the provisions of Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), and other applicable provisions.

Since the Company is listed with Bombay Stock Exchange (BSE), the Non-Executive Directors are required to devote more time and attention and also to fulfill greater responsibilities cast on them under various statutes.

Thereafter the Board has proposed a set of sitting fee payable to the Non-Executive Directors of the Company. The Nomination and Remuneration Committee recommended to the Board and the Board has proposed to pay remuneration by way of sitting fees for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, subject to such sum as may be decided by the Board of directors thereof which shall not exceed the maximum permissible limit per meeting of the Board or committee thereof or for any other purpose whatsoever as mentioned in the above referred Section of the Companies Act, 2013, in addition to reimbursement of actual expenses incurred for attending the meetings.

Further, the sitting fees payable to the Independent Directors and Women Directors shall not be less than the sitting fees payable to other directors.

None of the other Directors or KMP than Independent Directors of the Company and their respective relatives are, in any way, concerned and interested, in the Resolution set out at the Item No. 7 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval by the Members of the Company

Noida Office:
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Ansul Fortune Arcade,
Sector-18, Noida 201301 (U.P.)

By Order of the Board of Directors
For Anand Projects Limited

Place: Noida
Dated: August 10th, 2023

Neeraj Khari
(Company Secretary)
M.No. A63204