

ANAND PROJECTS LIMITED

CIN: L40109UP1936PLC048200

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

Tel: +91 1202511389, Fax: +91 1202511389

E-mail: companysecretary@anandprojects.com website: www.anandprojects.com

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given that pursuant to the provisions of Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the resolution appended below is proposed to be passed by the members as Special Resolution by way of Postal Ballot/electronic voting (e-voting). The proposed Special Resolution and Explanatory Statement setting out the material facts concerning the item of special business pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto along with a Postal Ballot Form and requisite postage prepaid envelope:

SPECIAL BUSINESS:

1. Shifting of Registered Office of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company outside the local limits of city, town or village within the same Registrar of Companies (“ROC”) and state i.e. (from *‘SF 001 & 035, Second Floor, Ansal Fortune Arcade, Sector-18, Noida (U.P.) 201 301’* to *‘House No. 304, Azad Pura, Lalitpur, Uttar Pradesh-284403’*).

RESOLVED FURTHER THAT any one of the Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) or the Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

NOTES:-

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Monday, 16th, December, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s Registrar and Share Transfer Agent (in

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case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with the requisite postage-prepaid self-addressed Business Reply Envelope.

3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Monday, 16th, December, 2019 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purpose only.
4. Resolution if passed by Members with requisite majority, through postal ballot/ electronic voting (e-voting) shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
5. Members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to companysecretary@anandprojects.com . The Registrar and Share Transfer Agent/Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Monday, 16th, December, 2019. The Postal Ballot period commences on Monday, December 23rd, 2019 at 9:00 a.m. (IST) and ends on Wednesday, January 22nd, 2020 at 5:00 p.m. (IST)
7. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolution through the e-voting service facility is being arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
8. Members cannot exercise votes by proxy
9. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on Wednesday, January 22nd, 2020. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 5:00 p.m. (IST) on Wednesday, January 22nd, 2020 shall be deemed invalid.
10. The Board of Directors has appointed Whole Time Director and Company Secretary of the Company as persons responsible for the entire Postal Ballot process.

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11. The Scrutinizer will submit his report to the Whole Time Director or the Company Secretary of the Company after the completion of scrutiny, and the result of the voting by postal ballot/e-voting will be announced by the Whole Time Director or the Company Secretary of the Company, on or before Friday, January 24th, 2020 and will also be displayed on the Company website www.anandprojects.com and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, January 22nd, 2020 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting.

Process and manner for members opting for e-voting are as under:

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sections 108, 110 and other applicable provisions of the Act, read with the relevant rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The voting period begins on Monday, December 23rd, 2019 at 9:00 a.m. (IST) and ends on Wednesday, January 22nd, 2020 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 cutoff date (record date) of Monday, 16th, December, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The instructions for members for voting electronically are as under:-

I	IN CASE OF MEMBERS RECEIVING E-MAIL
i	Log on to the e-voting website www.evotingindia.com
ii	Click on “Shareholders” tab
iii	Now, select the “ANAND PROJECTS LIMITED” from the drop down menu and click on “SUBMIT”
iv	Now Enter your User ID For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company.
v	Next enter the Image Verification as displayed and Click on Login.
vi	If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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vii	<p>If you are a first time user follow the steps given below:</p> <p>For Members holding shares in Demat Form and Physical Form</p> <table border="1"><tr><td>PAN*</td><td>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</td></tr><tr><td>DOB#</td><td>Enter the #Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</td></tr><tr><td>Dividend Bank Details#</td><td>Enter the #Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</td></tr></table>	PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.	DOB#	Enter the #Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	Dividend Bank Details#	Enter the #Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.						
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viii	After entering these details appropriately, click on “SUBMIT” tab						
ix	Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential						
x	For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.						
xi	Click on the EVSN for the relevant <ANAND PROJECTS LIMITED> on which you choose to vote						
xii	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						
xiii	Click on the “ RESOLUTIONS FILE LINK ” if you wish to view the entire Resolution details.						
xiv	After selecting the resolution you have decided to vote on, click on “ SUBMIT ”.						

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	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.
xv	Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote
xvi	You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page
xvii	If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
xviii	Note for Non – Individual Shareholders and Custodians:- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
xix	In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com .
xx	Mr. Amit Kansal (FCS-8914), Practicing Company Secretary having his office at K-701, Exotica Fresco, Sector-137, Noida-201304 has been appointed as Scrutinizer for providing facility to the members of the Company to scrutinize the postal ballot and remote e-voting process in a fair and transparent manner.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Statement sets out all material facts relating to the special business under item no. 1 of the accompanying Notice dated December 06th, 2019:-

Presently, the Company’s Registered Office is located at **SF 001 & 035, Second Floor, Ansal Fortune Arcade, Sector-18, Noida (U.P.) 201 301**. The Board of Directors of your Company at their meeting held on December 06th, 2019 has decided to shift the Registered Office of the Company from the **SF 001 & 035, Second Floor, Ansal Fortune Arcade, Sector-18, Noida (U.P.) 201 301** to ‘**House No. 304, Azad Pura, Lalitpur, Uttar Pradesh-284403**’ to carry on the business of the Company more economically and efficiently and

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with better operational convenience, therefore shifting of Registered Office to Lalitpur (U.P.) shall facilitate better coordination, interaction and execution of core business activities along with regulatory authorities, vendors and/or investors etc.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits of the City, town or village but within the same State requires approval of the Members by way of Special Resolution through Postal Ballot. Therefore the Board recommends the Resolution as set out in Notice dated December 06th, 2019 for approval of the Members as Special Resolution.

None of the Director, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution except as members of the Company.

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

Place: **Noida**
Dated: **December 06th, 2019**

Sd/-
Surendra Kumar Sharma
(Company Secretary)
FCS-5737