



**ANANT RAJ LIMITED**

(CIN: L45400HR1985PLC021622)

Registered office: Plot No. CP-1, Sector-8, IMT Manesar, Gurugram, Haryana-122051 Telefax: (0124) 4265817

Head Office: H-65, Connaught Circus, New Delhi-110001 Tel: 011-43034400, 43034426, Fax: 011-43582879

Email: manojpahwa@anantrajlimited.com Website: www.anantrajlimited.com

**NOTICE OF THIRTY SEVENTH (37<sup>TH</sup>) ANNUAL GENERAL MEETING**

To,

The Member(s)

**Anant Raj Limited**

**NOTICE** is hereby given that the **Thirty Seventh (37<sup>th</sup>) Annual General Meeting (AGM)** of the members of Anant Raj Limited ("the Company") will be held on **Monday, July 11, 2022 at 09:30 A.M.** at the registered office of the Company at **Plot No. CP-1, Sector-8, IMT Manesar, Gurugram, Haryana -122051** to transact the following businesses as set out herein:

**ORDINARY BUSINESS:**

**Item No. 01: To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon.**

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

**"RESOLVED THAT** the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

**Item No. 02: To declare final dividend on equity shares for the financial year ended March 31, 2022.**

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

**"RESOLVED THAT** the final dividend at the rate of Re 0.12 per equity share (i.e. 6% on equity share of Rs. 2/- each) fully paid up share capital of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2022 and the same be paid out of the profits of the Company for the financial year ended March 31, 2022."

**Item no. 03: To appoint a Director in place of Sh. Amit Sarin (DIN:00015837), who retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.**

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

**"RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013, Sh. Amit Sarin (DIN: 00015837), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the company."

**Item no. 04: To appoint M/s Ranjana Vandana & Co., Chartered Accountants (Firm's Registration No.: 008961C) as the Statutory Auditors of the Company and fix their remuneration.**

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

**"RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Ranjana Vandana & Co., Chartered Accountants, (Firm's Registration No. 008961C) be and is hereby appointed as Statutory Auditors of the Company, in place of M/s Vinod Kumar Bindal & Co., Chartered Accountants, New Delhi (Firm Registration No.003820N), the retiring statutory auditors whose tenure expires at this Annual General Meeting (AGM), to hold office as such from the conclusion of this AGM for a period of five consecutive years until the conclusion of the 42<sup>nd</sup> AGM of the Company to be held in the calendar year 2027, on such terms and conditions including remuneration (plus taxes, as applicable and reimbursement of out-of-pocket expenses, if any,) as may be fixed by the Board of Directors of the Company, based on the recommendations of the Audit Committee and/or provided in the explanatory statement."

**SPECIAL BUSINESS:**

**Item No. 05: To ratify the remuneration payable to M/s Yogesh Gupta & Associates, Cost Auditors of the Company for the financial year 2022-23.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read

with the rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of Audit Committee, the remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand Only) per annum and approved by the Board of Directors, payable to M/s Yogesh Gupta & Associates, Cost Accountants, Delhi (Firm Registration No.000373), appointed by the Board of Directors of the Company as Cost Auditors for the financial year 2022-2023 to conduct an audit of cost accounting records, as prescribed under the Companies (Cost Records & Audit) Rules, 2014 and amendments made thereto be and is hereby ratified.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to this resolution”.

**Item No. 06: To approve and increase in the limit of managerial remuneration payable to Sh. Amit Sarin, Managing Director.**

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

**"RESOLVED THAT** in furtherance to the resolution passed by the members of the Company dated April 21, 2021, pursuant to the provisions of section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with schedule V and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and upon the recommendation of Nomination and Remuneration Committee & approval of Audit Committee and subject to approval of any other statutory authority(ies), if applicable, the approval of the members be and is hereby accorded for increase in remuneration of Sh. Amit Sarin (DIN:00015837), Managing Director of the Company from Rs. 7,50,000/- per month to Rs. 10,00,000/- per month w.e.f April 1, 2022 till the expiry of his tenure i.e. December 31, 2025, as set out below:

**Basic Salary:** Rs. 6,00,000/- per month

**House Rent Allowance:** Rs.3,00,000/-per month (50% of basic salary)

**Other benefits as per Company's rules upto Rs. 1,00,000/- per month**

**RESOLVED FURTHER THAT** Sh. Amit Sarin will not be entitled to any sitting fees for attending the meetings of the Board or Committees thereof, unless otherwise decided by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** in the event of loss, absence or inadequacy of profits of the Company, during the term of the office of Sh. Amit Sarin the remuneration as mentioned shall be paid to him as minimum remuneration subject to necessary compliances of the provisions of the Companies Act, 2013 read with Schedule V.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter, enhance, enlarge, widen or vary such terms & conditions (including remuneration) as it may deem appropriate in relation to Sh. Amit Sarin in the capacity of Managing Director of the Company during his remaining tenure commencing from April 01, 2022 on the recommendations of Nomination & Remuneration Committee of the Company and in compliance with the relevant provisions of the Companies Act, 2013 /Income Tax Act, 1961 and/or the rules and regulations made there under and/or such guidelines, as may be announced by the Central Government or regulatory authority, from time to time.

**RESOLVED FURTHER THAT** any Director or the Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required.

**Item No. 07: To approve and increase in the limit of managerial remuneration payable to Sh. Aman Sarin , Whole Time Director and Chief Executive Officer.**

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

**"RESOLVED THAT** in furtherance to the resolution passed by the members of the Company dated April 21, 2021, pursuant to the provisions of section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with schedule V and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and upon the recommendation of Nomination and Remuneration Committee & approval of Audit Committee and subject to approval of any other statutory authority(ies), if applicable, the approval of the members be and is hereby accorded for increase in remuneration of Sh. Aman Sarin (DIN:00015887), Whole Time Director & Chief Executive Officer of the Company from Rs. 7,50,000/- per month to Rs. 10,00,000/- per month w.e.f April 1, 2022 till the expiry of his tenure i.e. December 31, 2025, as set out below:

**Basic Salary:** Rs. 5,00,000/- per month

**House Rent Allowance:** Rs. 2,50,000/- per month (50% of Basic Salary)

**Special Allowance:** Rs. 1,50,000/- per month

**Other benefits as per Company's rules upto Rs. 1,00,000/- per month.**

**RESOLVED FURTHER THAT** Sh. Aman Sarin will not be entitled to any sitting fees for attending the meetings of the Board or Committees thereof,

unless otherwise decided by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** in the event of loss, absence or inadequacy of profits of the Company, during the term of the office of Sh. Aman Sarin the remuneration as mentioned shall be paid to him as minimum remuneration subject to necessary compliances of the provisions of the Companies Act, 2013 read with Schedule V.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter, enhance, enlarge, widen or vary such terms & conditions (including remuneration) as it may deem appropriate in relation to Sh. Aman Sarin in the capacity of Whole Time Director & Chief Executive Officer of the Company during his remaining tenure commencing from April 01, 2022 on the recommendations of Nomination & Remuneration Committee of the Company and in compliance with the relevant provisions of the Companies Act, 2013 /Income Tax Act, 1961 and/or the rules and regulations made there under and/or such guidelines, as may be announced by the Central Government or regulatory authority, from time to time.

**RESOLVED FURTHER THAT** any Director or the Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required.

**Item No. 08: To approve and increase in the limit of managerial remuneration payable to Sh. Ashim Sarin, Whole Time Director and Chief Operating Officer.**

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

**"RESOLVED THAT** in furtherance to the resolution passed by the members of the Company dated April 21, 2021, pursuant to the provisions of section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with schedule V and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and upon the recommendation of Nomination and Remuneration Committee & approval of Audit Committee and subject to approval of any other statutory authority(ies), if applicable, the approval of the members be and is hereby accorded for increase in remuneration of Sh. Ashim Sarin (DIN:00291515), Whole Time Director & Chief Executive Officer of the Company from Rs. 7,50,000/- per month to Rs. 10,00,000/- per month w.e.f April 1, 2022 till the expiry of his tenure i.e. December 31, 2025, as set out below:

**Basic Salary:** Rs. 5,00,000/- per month

**House Rent Allowance:** Rs. 2,50,000/- per month (50% of Basic Salary)

**Special Allowance:** Rs. 1,50,000/- per month

**Other benefits as per Company's rules upto Rs. 1,00,000/- per month.**

**RESOLVED FURTHER THAT** Sh. Ashim Sarin will not be entitled to any sitting fees for attending the meetings of the Board or Committees thereof, unless otherwise decided by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** in the event of loss, absence or inadequacy of profits of the Company, during the term of the office of Sh. Ashim Sarin the remuneration as mentioned shall be paid to him as minimum remuneration subject to necessary compliances of the provisions of the Companies Act, 2013 read with Schedule V.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter, enhance, enlarge, widen or vary such terms & conditions (including remuneration) as it may deem appropriate in relation to Sh. Ashim Sarin in the capacity of Whole Time Director & Chief Operating Officer of the Company during his remaining tenure commencing from April 01, 2022 on the recommendations of Nomination & Remuneration Committee of the Company and in compliance with the relevant provisions of the Companies Act, 2013 /Income Tax Act, 1961 and/or the rules and regulations made there under and/or such guidelines, as may be announced by the Central Government or regulatory authority, from time to time.

**RESOLVED FURTHER THAT** any Director or the Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required.

**By order of the Board of Directors  
For Anant Raj Limited**

Sd/-

**Manoj Pahwa**

**Company Secretary**

**Membership No. A7812**

**Place: New Delhi**

**Date: June 7, 2022**

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Businesses under Item No. 4 to 8 of the accompanying Notice, to be transacted at the 37<sup>th</sup> Annual General Meeting (AGM), is annexed hereto and forms part of this notice.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy (Proxy Form), in order to be effective, must be lodged/deposited, duly completed and signed, at the Registered Office of the Company not less than (48) Forty-Eight Hours before the commencement of the AGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT-11, which is annexed herewith.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.

3. Corporate Members intending to send their authorized representatives to attend the AGM pursuant to section 113 of the Companies Act, 2013 are requested to submit a Certified True Copy of the Board Resolution/Power of Attorney together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM or through email at [manojpahwa@anantrajlimited.com](mailto:manojpahwa@anantrajlimited.com).

4. SEBI vide its Circular dated November 03, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination viz Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14. A copy of such forms can be downloaded from the website of the Company at [www.anantrajlimited.com](http://www.anantrajlimited.com). In case of failure to provide required documents and details as per the aforesaid Circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as of December 31, 2025.

In compliance with the above stated Circular, the Company has sent individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination. In order to avoid freezing of folios, such members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI circular along with the supporting documents, wherever required, to our RTA, Alankit Assignments Limited, for immediate action.

In case of any query/assistance, members are requested to contact our RTA, Alankit Assignments Limited, at Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055 (Phone No. 011-42541955; Email: [rta@alankit.com](mailto:rta@alankit.com))

5. On and from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form. In addition to that, as per the recent amendments to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from January 24, 2022 and SEBI's Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, it has been mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal/Exchange of securities certificate; (d) Endorsement; (e) Sub-division/Splitting of securities certificate; (f) Consolidation of securities certificates/folios; (h) Transmission, and (i) Transposition.

Accordingly, members are requested to make services request by submitting a duly filed and signed form ISR-4. A copy of such form can be downloaded from the website of the Company at [www.anantrajlimited.com](http://www.anantrajlimited.com)

In accordance with the said Circular, our RTA shall verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

6. Pursuant to the changes introduced by the Finance Act, 2020 w.e.f. April 1, 2020, the Company would be required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. For the prescribed rates for various categories, the shareholders are requested to refer the Finance Act, 2020 and amendments thereof. Some of the major features of the latest tax provisions on dividend distribution are stated as hereunder for a quick reference.

For Resident Shareholders, tax shall be deducted at source under section 194 of the Income tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during financial year 2022-23 provided PAN is provided by the shareholder. If PAN is not submitted, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961.

However, no TDS shall be deducted on the Dividend Payable to a resident individual if the total dividend to be received by them during financial year 2022-23 does not exceed Rs. 5000/- Please note that this includes the future dividends, if any, which may be declared by the Board in the financial year 2022-23.

In cases where the shareholder provides Form 15G (applicable to any person other a Company or a Firm)/ Form 15 H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no tax at source shall be deducted.

Apart from the above, since the TDS/Withholding rates are different for resident and non-resident shareholders, members are requested to confirm their residential status as per the provisions of the Income Tax Act, 1961, by email at [rta@alankit.com](mailto:rta@alankit.com) with carbon copy to [manojpahwa@anantrajlimited.com](mailto:manojpahwa@anantrajlimited.com)

In view of above provisions, the shareholders are requested to update their PAN with the Company/R&T Agent (in case shares held in physical mode) and with the depositories (in case shares held in demat mode). A Resident Individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H as aforesaid, to avail the benefits to non-deduction of tax at source, by sending email to [manojpahwa@anantrajlimited.com/rta@alankit.com](mailto:manojpahwa@anantrajlimited.com/rta@alankit.com) upto 5:00 p.m. on June 21, 2022.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary document i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits under the provisions of Income Tax Act, 1961 by sending an email to [manojpahwa@anantrajlimited.com/rta@alankit.com](mailto:manojpahwa@anantrajlimited.com/rta@alankit.com) upto 5:00 p.m. on **July 4, 2022**.

7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of their names as mentioned in the register of members will be entitled to vote.
8. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form SH-13 (available on the website of the Company i.e. [www.anantrajlimited.com](http://www.anantrajlimited.com)) to the Company/RTA in case shares are held in physical form and to their respective depository participant, if held in electronic form.
9. Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period **i.e. from Tuesday, July 5, 2022 to Monday, July 11, 2022 (both days inclusive)**.
10. (a) This Notice is being sent to all the members whose name appears as on **June 3, 2022** in the Register of Members or beneficial owner as received from M/s Alankit Assignments Limited, the Registrar and Transfer Agent of the Company or the Depositories, respectively.  
(b) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the closing time of **Monday, July 4, 2022, being the cut-off date**. Members are eligible to cast vote electronically only if they are holding shares as on that date. A person who is not a member as on the cut-off date shall treat this notice for information purpose only. All the members as on the cut-off date as well as date of AGM shall have right to attend the AGM.
11. The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid to those members whose name appears as:
  - a) Beneficial Owners as at the end of business hours on **Monday, July 4, 2022** on the lists of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form; and
  - b) Members in the Register of Members of the Company after giving effect to valid transmission and transposition requests lodged with the Company on or before the closing hours on **Monday, July 4, 2022**.  
The dividend on Equity Shares, if declared at the Annual General Meeting, shall be paid on and after **Saturday, July 16, 2022** and within a period of 30 days from the date of Annual General Meeting.

12. To prevent fraudulent transactions, the shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any shareholder as soon as possible. Shareholders are also advised to not leave their Demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

13. Pursuant to the provisions of Section 124 of the Companies Act, 2013 ('the Act') read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), (including any statutory modification(s) / re-enactment(s) / amendment(s) thereof, for the time being in force), the dividend which remains unpaid / unclaimed for a period of seven years from the date of transfer to the unpaid / unclaimed dividend account of the Company is required to be transferred to the Investor Education and

Protection Fund (IEPF) established by the Central Government. As per the IEPF Rules, the corresponding shares in respect of which dividend has not been paid or claimed by the Members for seven (7) consecutive years or more shall also be transferred to the dematerialized account created by the IEPF authority. The Company had, accordingly transferred a sum of Rs. 4,18,511 (Rupees Four Lakh Eighteen Thousand Five Hundred Eleven only) in the unpaid/unclaimed dividend for the year 2013-2014 to the Investor Education and Protection Fund ('IEPF') established by the Central Government.

Further, in compliance with the provisions laid down in IEPF Rules, the Company had sent individual notices and also advertised in the newspapers seeking action from the Members who have not claimed their dividends for seven (7) consecutive years or more. Accordingly, the Company has transferred all corresponding shares on which dividend remained unclaimed for a period of seven (7) years from 2013-14, to the Demat Account of the IEPF. It may please be noted that no claim shall lie against the Company in respect of share(s) transferred to IEPF pursuant to the said Rules.

Members who have not yet encashed their dividend warrant for the financial year ended March 31, 2015 and for any subsequent financial year are requested to make their claim on or before September 30, 2022 without any delay, to avoid transfer of the dividend / shares to the fund / IEPF authority.

Details of unclaimed dividend in respect of the financial year ended March 31, 2015 are available on the Company's website [www.anantrajlimited.com](http://www.anantrajlimited.com).

Members/claimants whose shares, unclaimed dividends, have been transferred to the IEPF Demat account of the fund, as the case may be, may claim the shares or apply for refund by making an application to IEPF Authority through Web Form IEPF-5. Further details of the same are available on [http: www.iepf.gov.in](http://www.iepf.gov.in).

The statement containing details of Name, Address, Folio number, Demat Account No. and number of shares due for transfer to IEPF demat account is made available on our website [www.anantrajlimited.com](http://www.anantrajlimited.com).

The shareholders are encouraged to verify their records and claim their dividends of the preceding seven years, if not claimed.

14. Member(s) holding shares in physical form are requested to notify the Company at its head office or Company's Registrar and Transfer Agent (RTA), M/s Alankit Assignments Limited at its office at Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055; phone 011-42541955 and Email Id: [rta@alankit.com](mailto:rta@alankit.com) of any change in their addresses/Bank Mandates, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), nominations, power of attorney, contact numbers and e-mail ids.
15. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank mandates, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), nominations, power of attorney, contact numbers, change in address and e-mail addresses to their respective Depository Participants with whom they are maintaining their demat accounts. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and RTA to provide efficient and better services.
16. Members are hereby informed that Securities and Exchange Board of India (SEBI) has made it mandatory for all the listed companies to make cash payments through electronic payment mode to the investors. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend(s). The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective depository participant of the Members. It is further directed that in case electronic payment is rejected or returned, the Company shall mandatorily print the bank account details of the investor on payment instrument. Members are requested to provide their updated bank account particulars allotted after implementation of CBS to enable the Company to electronically credit dividend directly in their respective bank accounts. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend(s) are requested to provide their latest bank account details (core banking solutions folio number along with an original cancelled cheque and form ISR-1 to the company's share registrar and transfer agent).
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
18. All relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Subsidiary Companies whose Annual Accounts have been consolidated with the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 9.30 A.M. to 1.00 P.M. upto the date of AGM as well as at the venue of AGM.
19. Electronic copy of the notice and the annual report for the year 2021-22 is being sent to members whose email addresses are registered with the Company/ depository participants for communication purpose unless any member has requested for a hard copy of the same. The members who have not registered their email addresses, physical copies of the same are being sent in the permitted mode.

20. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.
21. Members are requested to send their queries concerning the financial statements and operations of the Company at least 10 days before the date of AGM to the Company Secretary at its Registered Office/Head office or by sending an email to [manojpahwa@anantrajlimited.com](mailto:manojpahwa@anantrajlimited.com) so that information can be made available at the meeting.
22. Members holding shares in Physical form, in identical order of names, in more than one folio are requested to send to the Company or Alankit Assignment Limited (RTA), the details of such folio together with the share certificates for consolidating their shareholding in one folio.
23. Members who have not registered their e-mail addresses with the Company can now register the same by submitting a request letter in this respect to the Company/Registrar & Share Transfer Agents, M/s. Alankit Assignments Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
24. Member(s) may also note that in line with the MCA Circulars and SEBI Circular, the Notice of the 37<sup>th</sup> AGM and the Annual Report for Financial Year 2021-22 will be available on the website of the Company at [www.anantrajlimited.com](http://www.anantrajlimited.com), on the website of Stock Exchanges i.e BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL <https://www.evoting.nsdl.com/>
25. Attendance slip and the route map showing directions to reach the venue of the thirty-seventh (37<sup>th</sup>) Annual General Meeting is enclosed as per the requirements of Secretarial Standard-2 of "General Meetings."

#### **26. Voting by Members:**

The voting for the agenda items as set forth in the Notice shall be done in the following manner:

- a) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM (Remote E-voting) in the manner provided below.
- b) At the venue of AGM, voting shall be done through Ballot Paper and the members attending the AGM, who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- c) A member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a member casts vote through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

#### **(I) Voting through Electronic means**

In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by Institute of Company Secretaries of India, the Company is pleased to provide the facility to members to exercise their right to vote on resolutions set forth in this notice by electronic means from a place other than venue of the Annual General Meeting ("remote e-voting"). The Company has engaged the services of National Securities Depository Limited (NSDL) in respect of all the business to be transacted at the aforesaid Annual General Meeting of the Company. However, it may be noted that E-voting is optional.

Members holding shares in either physical or dematerialized form as on **Monday, July 4, 2022** may cast their votes electronically. The remote e-voting period will commence on **Friday, July 8, 2022 (9:00 am) and ends on Sunday, July 10, 2022 (5:00 pm)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“ Register Online for IDeAS Portal ”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 <b>“Login”</b> 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 held 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;">   <p><b>NSDL Mobile App is available on</b></p>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>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></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. Once login, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.**

Login type	Helpdesk details
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 <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
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now, you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [manojpahwa@anantrajlimited.com](mailto:manojpahwa@anantrajlimited.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self- attested scanned copy of Aadhaar Card) to [manojpahwa@anantrajlimited.com](mailto:manojpahwa@anantrajlimited.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **Other Important Instructions**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cspriyajindal@gmail.com](mailto:cspriyajindal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 4430 or send a request to Ms. Soni Singh, Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. If any member has any problem/ query regarding e-voting then he/she may contact the following person:  
Name: Mr. A.K. Prashar  
Designation: Senior Manager (Secretarial Department)  
Address: H-65, Connaught Circus, New Delhi-110001  
E-mail id: [ak.prashar@anantrajlimited.com](mailto:ak.prashar@anantrajlimited.com)  
Phone No.: 011-43034426
5. The member can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communications(s).

### **(II) Voting Through Ballot Paper**

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of AGM. The voting at the venue of the AGM shall be done through the Ballot Papers and Members attending the AGM shall be able to exercise their voting right at the meeting through Ballot Papers. After the agenda items have been discussed, the Chairman will instruct the scrutinizer to initiate the process of voting on the all resolutions through Ballot Papers. The Ballot Papers will be issued to the Shareholders/Proxy holders/ Authorised Representatives present at the AGM. The shareholder may exercise their right of vote by tick marking as (v) against ‘FOR’ and ‘AGAINST’ as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

**27. General Instructions / information for members for voting on the Resolutions:**

- i. Facility of voting through Ballot paper shall be made available at the meeting. Members attending the meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
  - ii. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to vote again at the AGM.
  - iii. The voting rights of the shareholders (for voting through remote e-voting or by Ballot paper at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on cut-off Date. A person whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the AGM.
  - iv. Any person, who acquires shares and become the member of the Company after dispatch of the Notice of AGM and holding shares as on the closing of cut-off date i.e. **July 4, 2022**, may obtain their login / user ID and password for e-voting from National Securities Depository Limited (NSDL) by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using “Forgot user Details / password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - v. Ms. Priya Jindal (Membership No. A52116), the Practicing Company Secretary, has been appointed by the Board of Directors of the Company to act as the Scrutinizer to scrutinize the remote e-voting process as well as voting at AGM, in a fair and transparent manner.
28. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting thereafter unblock the votes cast through remote e-voting in the presence of atleast two persons not in the employment of the Company and shall make, not later than 2 working days of conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the chairman or a person so authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
29. The results declared along with the Scrutinizer’s Report shall displayed on the Notice Board of the Company at its Registered Office and its Head Office and same shall be placed on the Company’s website [www.anantrajlimited.com](http://www.anantrajlimited.com) and on the website of NSDL <https://www.evoting.nsdl.com/> immediately after the results are declared by the Chairman or a person authorised by him and the same shall also be simultaneously communicated to BSE Limited and National Stock Exchange of India Limited, the Stock Exchanges, where the equity shares of the Company are listed.
30. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. **Monday, July 11, 2022**.
31. Members/Proxies/authorised representative are requested to bring their duly filled Attendance Slip, which is annexed to the proxy form along with the copy of the Annual Report to the meeting.
32. Relevant details, in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, in respect of the Director seeking appointment/proposed for re-appointment/revision in remuneration at this Annual General Meeting are as follows:

Name of the Director	Sh. Amit Sarin	Sh. Aman Sarin	Sh. Ashim Sarin
DIN	00015837	00015887	00291515
Date of Birth	05/09/1971	24/09/1973	02/01/1976
Date of first appointment on board	10/07/2009	01/01/2021	01/01/2021
Qualification	Graduate	Graduate	MBA
Experience in Specific Functional Area	More than 28 years of experience in the business of construction, Infrastructure, Development, Real Estate, Finance and Administration.	Experience of over 2 decades. He is responsible for setting up internal system of the Company in Sales and Marketing, Land Acquisition and Operations Management.	Over 2 decades of experience in construction and development business including operations of IT Parks, office buildings, hospitality and other development projects.

<b>Other Directorship held in other Companies as on March 31, 2022</b>	1. Pasupati Aluminium Limited 2. ARE Entertainment Limited (Formerly Gujarat Anant Raj Vidhyanagar Limited) 3. Rolling Construction Private Limited 4. Cool Money Cafe Private Limited 5. Ashok Cloud Private Limited 6. Woodland Promoters Private Limited 7. Echo Properties Private limited	1. Ashok Cloud Private Limited 2. Monica Sarin Foundation 3. AAA Realty Private Limited 4. Anant Raj Housing Limited 5. Anant Raj Property Management Private Limited 6. Blue Star Realty Private Limited 7. CCC Realty Private Limited 8. ARE Entertainment Limited (Formerly Gujarat Anant Raj Vidhyanagar Limited) 9. Townsend Promoters Private Limited 10. Cool money Café Private Limited	1. Ashok Cloud Private Limited 2. Rolling Construction Private Limited 3. Anant Raj Cons. & Development Private Limited 4. Anant Raj Housing Limited 5. Elevator Realtors Private Limited
<b>Terms &amp; Conditions of re-appointment</b>	Continue to act as Managing Director of the Company	Continue to act as Whole Time Director and Chief Executive Officer of the Company	Continue to act as Whole Time Director and Chief Operating Officer of the Company
<b>Proposed remuneration</b>	<b>Basic Salary:</b> Rs. 6,00,000/- per month <b>House Rent Allowance:</b> Rs. 3,00,000/- per month (50% of Basic Salary) <b>(Other benefits as per Company's rules upto Rs. 1,00,000/- per month)</b>	<b>Basic Salary:</b> Rs. 5,00,000/- per month <b>House Rent Allowance:</b> Rs. 2,50,000/- per month (50% of Basic Salary) <b>Special Allowance:</b> Rs. 1,50,000/- per month <b>(Other benefits as per Company's rules upto Rs. 1,00,000/- per month)</b>	<b>Basic Salary:</b> Rs. 5,00,000/- per month <b>House Rent Allowance:</b> Rs. 2,50,000/- per month (50% of Basic Salary) <b>Special Allowance:</b> Rs. 1,50,000/- per month <b>(Other benefits as per Company's rules upto Rs. 1,00,000/- per month)</b>
<b>Remuneration last drawn during FY 2021-22</b>	Rs. 90,00,000	Rs. 90,00,000	Rs. 90,00,000
<b>Member/Chairman of Committee of the Board of other Companies on which he is a Director</b>	<b>Anant Raj Limited:</b> <b>Chairman</b> - Finance and Investment Committee <b>Member</b> - Audit Committee, Stakeholder's Relationship Committee, Corporate Social Responsibility Committee, Share Transfer Committee and Risk Management Committee. He is not member/Chairman of Committee of the Board of other Company.	<b>Anant Raj Limited:</b> <b>Chairman</b> -Share Transfer Committee <b>Member</b> - Corporate Social Responsibility Committee, Finance and Investment Committee and Risk Management Committee He is not member/Chairman of Committee of the Board of other Company.	Nil
<b>Number of shares held in the Company (as at March 31, 2022)</b>	Nil	Nil	Nil

<b>Number of Board Meetings attended during the financial year 2021-22</b>	09 (Nine)	09 (Nine)	08 (Eight)
<b>Relation with any other Directors and KMPs of the Company</b>	Sh. Amit Sarin is the brother of Sh. Aman Sarin, Director & Chief Executive Officer and Sh. Ashim Sarin, Director & Chief Operating Officer of the Company.	Sh. Aman Sarin is the brother of Sh. Amit Sarin, Managing Director and Sh. Ashim Sarin, Director & Chief Operating Officer of the Company.	Sh. Ashim Sarin is the brother of Sh. Amit Sarin, Managing Director and Sh. Aman Sarin, Director & Chief Executive Officer of the Company.
<b>Listed entities from which the person has resigned in the past three years</b>	TARC Limited (Formerly Anant Raj Global Limited)	NIL	NIL

#### **EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 4**

The Members of the Company at the 32<sup>nd</sup> Annual General Meeting ('AGM') held on September 29, 2017 had approved the appointment of M/s. Vinod Kumar Bindal & Co., Chartered Accountants, New Delhi (Firm Registration no. 003820N), as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of the 32<sup>nd</sup>AGM till the conclusion of 37<sup>th</sup>AGM of the Company. M/s. Vinod Kumar Bindal & Co., Chartered Accountants, New Delhi (Firm Registration no. 003820N), will complete their present term on conclusion of this AGM in terms of the said approval.

A special notice has been received in terms of section 140(4)(i) of the Companies Act, 2013 from a member proposing the appointment of M/s Ranjana Vandana & Co., Chartered Accountants (Firm's Registration No.: 008961C), in place of M/s. Vinod Kumar Bindal & Co., Chartered Accountants, New Delhi (Firm Registration no. 003820N). Accordingly, upon the recommendation of Audit Committee, the Board of Directors of the Company proposed to appoint M/s Ranjana Vandana & Co., Chartered Accountants (Firm's Registration No.: 008961C), as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of the 37<sup>th</sup> AGM till the conclusion of 42<sup>nd</sup> AGM of the Company, subject to requisite approval of the members of the Company.

The Audit Committee and Board of Directors considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s Ranjana Vandana & Co., Chartered Accountants (Firm's Registration No.: 008961C), to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

As per the requirement of the Companies Act, 2013, as amended, M/s Ranjana Vandana & Co., Chartered Accountants (Firm's Registration No.: 008961C), have given their consent to act as the Statutory Auditors of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013 and it is not disqualified to be appointed as Statutory Auditor in terms of the provisions of the Section 139 and 141 of the Companies Act, 2013 and the rules made thereunder.

Details required to be provided as per Regulation 36(5) in relation to the appointment of the Statutory Auditors is provided below:

<b>Particulars</b>	<b>Details</b>
<b>Proposed fees payable to the statutory auditor(s)</b>	Remuneration of Rs.17,50,000/- (Rupees Seventeen Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out-of pocket expenses incurred be paid to M/s. Ranjana Vandana & Co., Chartered Accountants as the Auditors of the Company to conduct the audit for each financial year.  The Board of Directors of the Company subject to the recommendation of Audit Committee may alter the fee structure of M/s Ranjana Vandana & Co., and take other permitted services from them as permitted under the Companies Act, 2013/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
<b>Terms of appointment</b>	As detailed in resolution
<b>Any material change in the fee payable to the new auditor from that paid to the outgoing auditor along with the rationale for such change</b>	There is no such material change.

**Brief Profile of the firm**

M/s Ranjana Vandana & Co., New Delhi, Chartered Accountants (Firm's Registration No.: 008961C) is a Partnership firm registered with the Institute of Chartered Accountants of India (ICAI).

The firm was founded in the year 1998. The firm has over 24 years of experience in Taxation (Direct & Indirect), Statutory and Internal Audits, Tax Audits, Bank Audits, Financing, MIS Documentation, Company Law Advisory, Business Advisory and other Regulatory Services.

The firm also undertakes Management Advisory Services and provide Consultancy in setting up and management of business units. The firm has qualified and experienced partners and staff having diversified knowledge to deliver excellent services to its clients.

Accordingly, the Board recommends the Ordinary Resolution as set out at item no.04 of this notice for approval of the members of the Company.

None of the Directors or the Key Managerial Personnel of the Company, including their relatives (to the extent of their shareholding in the Company, if any), is in anyway, concerned or interested, financially or otherwise, in the said resolution.

**Item No. 05**

Under Section 148 of the Companies Act, 2013 read with Companies (Cost Record & Audit) Rules, 2014, the Company is required to have audit of its cost records conducted by a Cost Accountant in practice. The Board of Directors of the Company, in its meeting held on June 7, 2022, on the recommendation of Audit Committee, has approved the appointment of M/s. Yogesh Gupta & Associates, Cost Accountants, Delhi (Firm Registration No. 000373) as Cost Auditors of the Company to audit the cost accounting records of the Company for the financial year 2022-23 at a remuneration of Rs. 75,000/- p.a. (Rupees Seventy Five Thousand only) plus applicable tax and reimbursement of out of pocket expenses as may incurred by them for the purpose of audit.

The Remuneration, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the shareholders of the Company, as per the requirements of the Companies (Audit and Auditors) Rules, 2014, read with Section 148 (3) of the Companies Act, 2013.

Accordingly, the Board recommends the Ordinary Resolution as set out at item no.05 of this notice for approval of the members of the Company.

None of the Directors or the Key Managerial Personnel of the Company, including their relatives (to the extent of their shareholding in the Company, if any), is in anyway, concerned or interested, financially or otherwise, in the said resolution.

**Item No.06, 07 and 08**

Based on the recommendation of Nomination and Remuneration Committee, Audit Committee and the Board, the members at its Extra Ordinary General Meeting ('EGM') held on April 21, 2021, approved the appointments and remuneration payable to Sh. Amit Sarin as Managing Director; Sh. Aman Sarin as Whole Time Director & Chief Executive Officer and Sh. Ashim Sarin as Whole Time Director & Chief Operating Officer of the Company w.e.f. January 1, 2021.

Under their leadership, the Company has made tremendous progress and has shown resilience in the face of the second and third wave of the Covid-19 pandemic. During the FY 2021-2022, the Company, recorded the revenue/total income of Rs. 40177.42 lakhs for the FY 2021-2022 as compared to Rs. 27551.15 lakhs in FY 2020-21 and posted Standalone Net Profit after tax of Rs. 5588.67 lakhs as compared to Rs. 2011.43 lakhs during the previous year.

Considering the performance, experience, rich knowledge and leadership capabilities of Sh. Amit Sarin as Managing Director; Sh. Aman Sarin as Whole Time Director & Chief Executive Officer and Sh. Ashim Sarin as Whole Time Director & Chief Operating Officer and having regard to their immense contribution to the recent growth of Company, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on June 7, 2022, has approved the revision in their remuneration, as detailed in respective resolutions subject to the requisite approval of members of the Company.

As per Section 197 of the Companies Act, 2013 read with Schedule V thereto, for making revision in remuneration payable of Managing/ Whole-time Director(s) the approval of members of the Company shall be required.

Further, pursuant to SEBI LODR, the fees or compensation payable to executive directors who are promoters or member of the promoter group, shall be subjected to the approval of the shareholders by special resolution in the general meeting, if the annual remuneration payable to such executive director exceeds Rs.5 crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such director exceeds 5% of the net profit of the Company.

In our case, the proposed remuneration to Managing/ Whole-time Director(s) may exceed the above limit.

Accordingly, the Board recommends the Special Resolutions as set out at item no.6, 7 and 8 of this notice for approval of the members of the Company.

Except Sh. Amit Sarin, Sh. Aman Sarin, Sh. Ashim Sarin and their relatives(to the extent of shareholding of the Company, if any), no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

**By order of the Board of Directors  
For Anant Raj Limited**

Sd/-

**Manoj Pahwa**

**Company Secretary**

**Membership No. A7812**

**Place: New Delhi**

**Date: June 7, 2022**

**ANANT RAJ LIMITED**

(CIN: L45400HR1985PLC021622)

Registered Office: Plot No. CP-1, Sector-8, IMT Manesar, Gurugram-122051, Haryana Telefax: (0124) 4265817

Head Office: H-65, Connaught Circus, New Delhi-110001, Tel: 011-43034400, 43034426, Fax: 011-43559111

Email: [manoipahwa@anantrajlimited.com](mailto:manoipahwa@anantrajlimited.com) Website: [www.anantrajlimited.com](http://www.anantrajlimited.com)**FORM NO. MGT-11****PROXY FORM**

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

CIN:	L45400HR1985PLC021622
Name of the company	Anant Raj Limited
Registered Office:	Plot No. CP-1, Sector-8, IMT Manesar, Gurugram, Haryana-122051

Name of the member(s)		E-mail id	
Registered address		Member's Folio No/DP-ID-Client Id	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

- Name: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
- Name: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
- Name: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ as my/our proxy

to act as my/our proxy and to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (AGM) of the Company, to be held on Monday, July 11, 2022 at 09:30 A.M. at the Registered Office of the Company at Plot No. CP-1, Sector-8, IMT Manesar, Gurugram, Haryana-122051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res No.	Resolutions	Vote (optional, see the note)	
		For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon.		
2.	To declare final dividend on equity shares for the financial year ended March 31, 2022.		
3.	To appoint a Director in place of Sh. Amit Sarin (DIN: 00015837), who retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.		
4.	To appoint M/s Ranjana Vandana & Co., Chartered Accountants (Firm's Registration No.: 008961C) as the Statutory Auditors of the Company and fix their remuneration.		

Special Business			
5.	To ratify the remuneration payable to M/s Yogesh Gupta & Associates, Cost Auditors of the Company for the financial year 2022-23		
6.	To approve and increase in the limit of managerial remuneration payable to Sh. Amit Sarin, Managing Director:		
7.	To approve and increase in the limit of managerial remuneration payable to Sh. Aman Sarin, Whole Time Director and Chief Executive Officer		
8.	To approve and increase in the limit of managerial remuneration payable to Sh. Ashim Sarin, Whole Time Director and Chief Operating Officer		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2022.

Signature of the Shareholder: \_\_\_\_\_

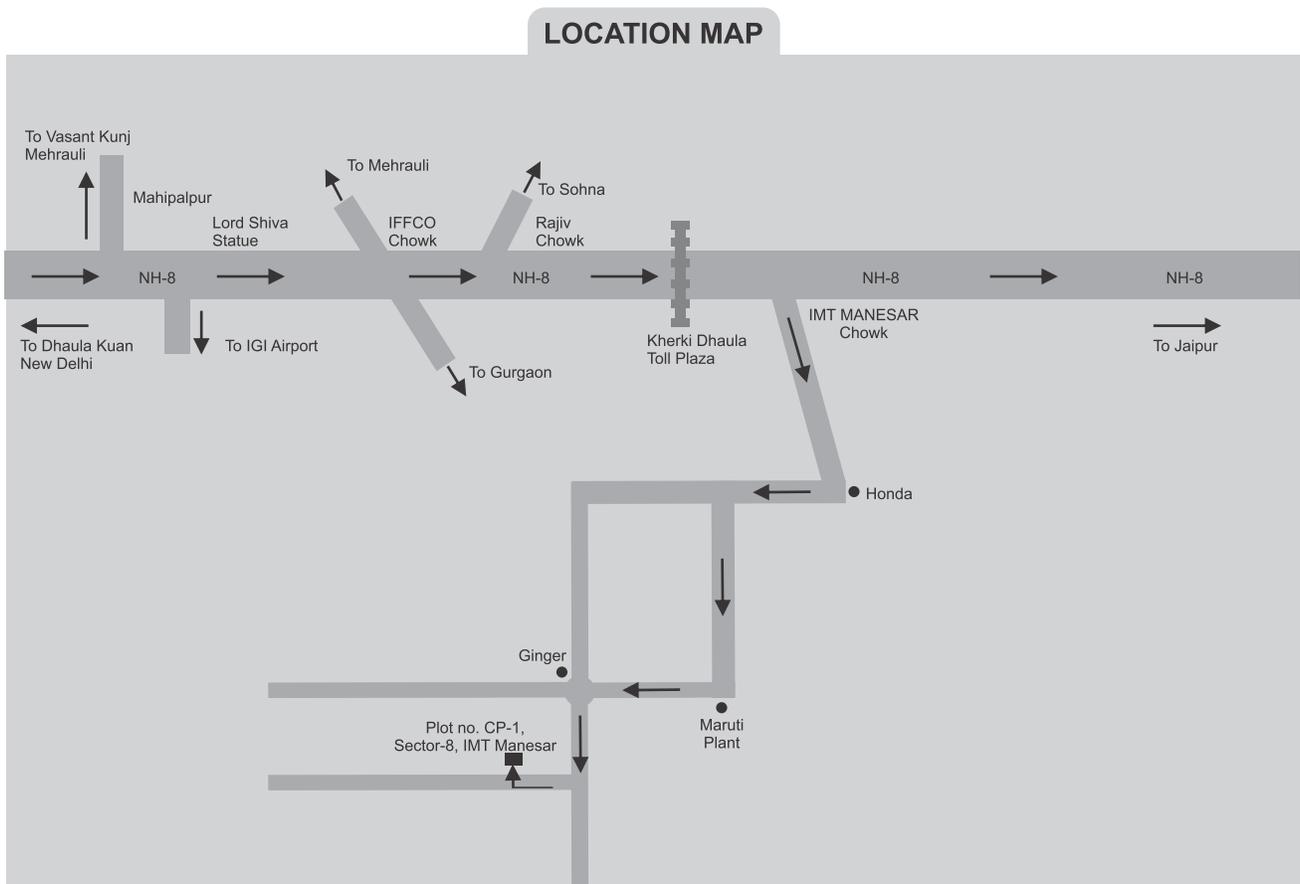
Signature of the Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp  
of Rs. 1/-

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as He/She may deem appropriate.

**HOW TO REACH EGM VENUE**





# ANANT RAJ LIMITED

(CIN : L45400HR1985PLC021622)

Regd. Office : Plot No. CP-1, Sector-8, IMT Manesar, Gurugram-122051, Haryana, Telefax : (0124) 4265817

Head Office : H-65, Connaught Circus, New Delhi- 110001, Ph. : 011-43034400, 43034426

E-mail : manojpahwa@anantrajlimited.com Website : www.anantrajlimited.com

## ATTENDANCE SLIP

Registered Folio/  
DP ID & Client ID:

Name & Address of  
Sole / First Shareholder :

Name(s) of Joint  
Shareholder :

No. of Shares held :

I/we hereby record my/our presence at the 37<sup>th</sup> Annual General Meeting (AGM) of Anant Raj Limited on Monday, July 11, 2022, at 9.30 a.m. at the Registered Office of the Company at Plot No. CP-1, Sector-8, IMT Manesar, Gurugram, Haryana -122051.

Signature of the Shareholder(s) \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

**Notes :** Shareholders attending meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of meeting hall.

----- TEAR HERE-----

## ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

The remote e-voting facility will be available during the following voting period:

Commencement of e-voting	July 8, 2022 at 09:00 a.m.
End of e-voting	July 10, 2022 at 05:00 p.m.

### Notes :

- 1) The cut-off date (i.e. the record date) for the purpose of e-voting is July 4, 2022.
- 2) Please read the note 26(I) to the Notice of the Annual General Meeting carefully before voting electronically.



**FORTITUDE**  
DELIVERS.

  
**FAITH**  
BUILDS.

  
**FOCUS**  
GROWS.