

Anand Projects Limited

Regd. Office: 304, Ajadpura, Lalitpur-284403 (U.P) Tel: +91-9891067472
E-mail: companysecretary@anandprojects.com | Website: www.anandprojects.com

To,
DCS-CRD
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

December 21st, 2023

BSE Scrip Code: 501630
Sub.: - Notice of Extraordinary General Meeting

Dear Sir/Madam,

The Board in its meeting held on December 18th, 2023 decided to hold an Extraordinary General Meeting of the Company on Wednesday, January 17th, 2024 at Anand Residency, Anand Tower, Elite Crossing, Jhansi Road, Lalitpur- 284403 (U.P.).

In this regard, please find attached herewith the Notice of the Extraordinary General Meeting of the Company. This will also be placed on our website <http://www.anandprojects.com/notice-to-the-shareholders.php>.

This is for your information and record.

Thanking you,

Yours faithfully,
For and on behalf of
Anand Projects Limited

Neeraj Khari
(Company Secretary & Compliance Officer)
M. No. A63204

Noida office: SF001 & 035, 2nd Floor, Ansal Fortune Arcade, Sector-18, Noida, Distt. Gautam Budh Nagar (U.P) Tel.: +91-120-2511389

Corporate Identification Number: L40109UP1936PLC048200

**Notice of
Extraordinary General Meeting
of
Anand Projects Limited**

Anand Projects Limited

Regd. Office: House No. 304, Ajadpura, Lalitpur-284403 (U.P)

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E-mail address: companysecretary@anandprojects.com

(CIN: L40109UP1936PLC048200)

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of the members of Anand Projects Limited will be held at Anand Residency, Anand Tower, Elite Crossing, Jhansi Road, Lalitpur-284403 (U.P) on Wednesday, January 17th, 2024, at 12.30 p.m. to transact the following business: -

SPECIAL BUSINESSES:

1. Approval for Increase in Limit of Borrowings under Section 180(1)(c) of the Companies Act, 2013

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

“RESOLVED THAT in supersession of all earlier resolution passed and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions, rules, regulations and guidelines if any, of the Companies Act, 2013 and/or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time) the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution) to borrow any sum or sum of monies, either in rupees or in such other foreign currencies as may be permitted by law from time to time, from any bank and / or from any one or more other persons, firms, bodies corporates, hindu undivided family (HUFs), Trusts, Financial Institutional Investors, qualified institutional buyers, Mutual Funds and other funds, financial institutions including Public Financial Institutions as defined under Section 2 of the Companies Act, 2013, and / or eligible foreign lenders and / or any entity / entities and / or authority / authorities, whether by way of any kind of credit facilities, advances or deposits, loans or bill discounting, any other securities or instruments such as but not limited to bonds, secured premium notes, floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments and whether secured or unsecured by way of mortgage, hypothecation or lien or pledge of the Company’s assets and properties, both present and future, whether immovable or movable or stock in trade, (including raw materials, stores, spare parts and components in stock or in transit) and work in progress and all or any of the undertakings of the Company notwithstanding that the monies so borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the monies borrowed by the Board of Directors and outstanding at any time, exclusive of interest and other charges, shall not exceed a sum of Rs. 1500.00 Crores (Rupees One Thousand Five Hundred Crores only) over and above the aggregate of the paid-up share capital and free reserves of the Company for the time being.

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any person authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole discretion deem necessary, proper or desirable and to settle any questions, difficulties, doubt that may arise in respect of the borrowing(s), investment(s) and guarantee(s) aforesaid and further to do all such acts, deeds and things and to execute all such deeds, drafts, documents, agreements, undertakings and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

2. Approval for sell, lease or otherwise dispose-off undertakings under Section 180(1)(a) of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and any other applicable provisions, rules, regulations and guidelines if any, of the Companies Act, 2013 and/or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deemed to include any Committee thereof which the Board may have constituted/ reconstituted or hereinafter constitute/ reconstitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or otherwise dispose-off the whole or substantially the whole of the undertakings of the Company including disinvestment or to mortgage or charge for and on behalf of the Company or otherwise all or any part of the immovable and/or movable properties/ tangible and/or intangible properties/ and/or investments of the Company, where so-ever situated, both present and future and whole or part of the undertakings of the Company of any nature and kind what so ever and/or creating any kind of charge in all or upon any of the immovable and/or movable properties/ tangible and/or intangible properties/ and/or investments of the Company together with the powers to take-over the management of the business and concern of the Company, in certain events, to or in favour of company(s), banks, financial institution and any other lenders to secure the amount borrowed/ to be borrowed by the Company/ its subsidiaries/its associate companies, whether by way of debentures, loans, credit facilities, debts, financial obligations or any other securities or otherwise, in foreign currency or in Indian rupees from time to time for the due payment of the principal monies together with the interest payable by the Company/ its subsidiaries/ its associate Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed(s) or any other document entered into/to be entered into between the Company/ its subsidiaries/ its associate companies and the lender(s)/ agent(s)/ trustee(s), in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/ agent(s)/ trustee(s) in respect of such borrowing within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.”

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“RESOLVED FURTHER THAT the directors and key managerial personnel’s of the Company be and are hereby severally authorised to negotiate, finalize and settle the terms and conditions with the concerned company(s)/ Bank(s)/ Financial Institution(s)/ any other Lender(s)/ all such deeds, contracts, instruments, agreements and any other documents for sell, lease or otherwise dispose-off the whole or substantially the whole of the undertakings of the Company and creating the aforesaid mortgages, pledges, charges and /or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the existing deeds, contracts, instruments, agreements documents and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/ or Directors and/or officers of the Company to give effect to this resolution.”

3. Approval for giving Loan or Guarantee or providing Security in connection with Loan availed / to be availed by any other person specified under Section 185 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 185 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and any other applicable provisions, rules, regulations and guidelines if any, of the Companies Act, 2013 and/or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by any entity which is to be a subsidiary or associate or joint venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs. 1500.00 Crores (Rupees One Thousand Five Hundred Crores only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company."

“RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/ undertakings/ agreements/ papers/ writings for giving effect to this Resolution.”

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4. To give loans or to make investments and/or to give guarantees or to provide security under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT the approval and consent of the members of the Company be and is hereby accorded in terms of the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions, rules, regulations and guidelines if any, of the Companies Act, 2013 and/or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, to the Board:

- (a) to invest/acquire from time to time by way of subscription, purchase, conversion or Debentures (whether convertible or non-convertible) or any other financial instruments, security of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary (ies) of the Company and other entities in the group as the Board may think fit, to the extent of Rs. 1500.00 Crores (Rupees One Thousand Five Hundred Crores only) in excess of and in addition to the investments already made as at March 31, 2023.
- (b) to make/give from time to time any loan or loans to anybody or bodies corporate, whether in India or outside, which may or may not be subsidiary (ies) of the Company and other entities in the group as the Board may think fit, for the time being in force) to the extent of Rs. 1500.00 Crores (Rupees One Thousand Five Hundred Crores only) in excess of and in addition to the loans already made as at March 31, 2023.
- (c) to give from time to time any guarantee(s) and/or provide any security, in connection with any loan(s) made, by any other person(s) to, or to any other persons(s) by, any-body(ies) corporate. Whether in India or outside, which may or may not be subsidiary (ies) of the Company and other entities of the group as the Board may think fit, for the time being in force) to the extent of Rs. 1500.00 Crores (Rupees One Thousand Five Hundred Crores only) in excess of and in addition to the guarantees already given, or securities already provided as at March 31, 2023.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to agree, make, accept and finalize all such terms and conditions within the above limit upto which such investments in securities / loans/ guarantees, that may be given or made, as may be determined by the Board ,including with the power to transfer / dispose of the investments so made, from time to time, and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments and to finalise and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

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NOTES:-

1. Explanatory Statement setting out all material facts relating to special business contained in item No. 1 to 4 as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. The proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
3. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
5. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners on Friday, December 15th, 2023, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
6. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
7. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice by e-mail and others are sent by post/courier along with attendance slip. In case a Shareholder is desirous of obtaining notice and attendance slip in printed form or a duplicate one, shareholder may write to companysecretary@anandprojects.com.
8. The Board of Directors has appointed Mr. Amit Kansal (Membership No. FCS 8914), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
9. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
10. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
 - (i) The voting period begins on Sunday, January 14th, 2024 at 9.00 a.m. IST and ends on Tuesday, January 16th, 2024 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

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cut-off date (record date) of January 12th, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On</p> |

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| | |
|--|--|
| | <p>clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders holding securities in demat mode with NSDL | <p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If your are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful</p> |


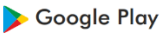


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| | |
|--|--|
| | <p>authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

- (v) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|---|
| PAN | <ul style="list-style-type: none">❖ Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)❖ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">❖ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Anand Projects Limited

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Tel: +91 120 2511389, Fax: +91 120 2511389;

E-mail address: companysecretary@anandprojects.com

(CIN: L40109UP1936PLC048200)

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@anandprojects.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

11. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders**- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@anandprojects.com / sandeeps@adroit.com.
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

By Order of the Board of Directors
For Anand Projects Limited

Place: Noida
Dated: December 18th, 2023

Sd/-
Neeraj Khari
(Company Secretary & Compliance Officer)
M.No. A63204

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EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESSES MENTIONED UNDER ITEM NOS. 1 TO 4 OF THE ACCOMPANYING NOTICE

Pursuant to the provisions of Section 102 of the Companies Act, 2013 and Secretarial Standard -2 on General Meetings, the following statement sets out all material facts relating to the Special Business as aforesaid of the accompanying Notice dated December 18th, 2023:

ITEM 1 & 2

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders and in order to restructure the debt of its subsidiaries/associates, the Company/ its subsidiaries/ associates are evaluating various options including but not limited to revising the terms of lending of the current borrowings/securities issued, raise money from Banks/ issuing Debentures/quasi-debt instruments to re- finance the existing debt, etc.

In terms of the Section 180(1)(c) and Section 180(2) of the Companies Act, 2013, the Board of Directors of the Company with the approval of Shareholders by way of special resolution can borrow money(ies), together with the money already borrowed, upto an aggregate amount of paid up share capital and free reserve of the Company.

It is therefore, necessary that the Members pass special resolution as set out in the Item no. 1 of the Notice to enable the Board of Directors to borrow money in excess of the limit as specified under Companies Act 2013.

Taking into account the expected increasing business operations and future growth plans of the Company and in supersession of the earlier resolution(s) passed by the Members under Section 180(1)(c) of the Companies Act, 2013 for borrowings over and above the aggregate of paid up share capital and free reserves of the Company up to Rs. 1500.00 Crores (Rupees One Thousand Five Hundred Crores only) by way of Special Resolution in their Extra Ordinary General Meeting held on dated April 28th, 2022, therefore, a fresh resolution is proposed, to restructure the borrowing limits by authorizing the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up share capital of the Company and its free reserves but not exceeding Rs. 1500.00 Crores.

Pursuant to the borrowings made/ to be made by the Company/ its subsidiaries/ its associate companies, whether by way of debentures, loans, credit facilities, debts, financial obligations or any other securities or otherwise, in foreign currency or in Indian rupees from time to time, these activities might require your Company to sell, lease or otherwise dispose-off the whole or substantially the whole of the undertakings of the Company including to mortgage or charge for and on behalf of the Company or otherwise all or any part of the immovable and/or movable properties/ tangible and/or intangible properties/ and/or investments of the Company, where so-ever situated, both present and future and whole or part of the undertakings of the Company of any nature and kind what so ever and/or creating any kind of charge in all or upon any of the immovable and/or movable properties/ tangible and/or intangible properties/ and/or investments of the Company.

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Pursuant to Section 180(1)(a) of the Companies Act, 2013, the Board of Directors cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings except with the consent of the members of the Company in a general meeting.

Accordingly, the Board of Directors recommend the resolution given at the Item No. 1 & 2 of this Notice for your approval as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned and interested, in the Resolution set out at the Item No. 1 & 2 of the accompanying Notice.

ITEM 3

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

The management is of the view that the Company may be required to invest surplus funds, if available to any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by any other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of Rs. 1500.00 crores.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

Accordingly, the Board of Directors recommend the resolution given at the Item No. 3 of this Notice for your approval as a Special Resolution.

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None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned and interested, in the Resolution set out at the Item No. 3 of the accompanying Notice.

ITEM 4

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary.

As your Company is engaged in the business of providing infrastructural facilities as defined in Schedule VI of the Companies Act, 2013, pursuant to the provisions of Section 186(11) of the Companies Act, 2013, nothing contained in this section, except sub-section 186(1) of the Companies Act, 2013, shall apply to your Company but for better corporate governance and transparency, it is proposed to seek prior approval of Members vide an enabling resolution to provide loans, guarantees, securities and make investments up to a sum of Rs. 1500.00 Crores (Rupees One Thousand Five Hundred Crores only) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

Further, in terms of Rule No. 11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or investment or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

Accordingly, the Board of Directors recommend the resolution given at the Item No. 4 of this Notice for your approval as a Special Resolution.

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None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned and interested, in the Resolution set out at the Item No. 4 of the accompanying Notice.

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

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

**Place: Noida
Dated: December 18th, 2023**

**Sd/-
Neeraj Khari
(Company Secretary & Compliance Officer)
M.No. A63204**

Anand Projects Limited

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ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Slip at the venue of the meeting.

| | | | |
|---------------|--|----------------------|--|
| DP ID No. | | Folio No. | |
| Client ID No. | | No. of Equity Shares | |

Name(s) of the shareholder/Proxy holder (In BLOCK LETTERS):-

.....

I hereby accord my present at the Extra Ordinary General Meeting of the Members of the Company held on Wednesday, January 17th, 2024, at 12.30 p.m., at Anand Residency, Anand Tower, Elite Crossing, Jhansi Road, Lalitpur-284403 (U.P)

Signature of the shareholder / proxy

Email ID of the Shareholder / proxy

Notes:

1. Member(s) intending to appoint a proxy should complete the proxy form below and deposit it at the Registered Office of the Company not later than 48 hours before the time of commencement of Meeting.
2. A proxy need not be a member of the Company.
3. A proxy cannot speak at the meeting or vote on show of hands.

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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 : L40109UP1936PLC048200
Name of the company : *Anand Projects Limited*
Registered office : *House No. 304, Ajadpura, Lalitpur-284403 (U.P)*

| | |
|------------------------|--|
| Name of the member(s): | |
| Registered address: | |
| E-mail Id: | |
| Folio No./ Client ID: | |
| DP ID: | |

I/We, being the member (s) of _____ equity shares of the above named company, hereby appoint

1. Name of the Members : _____

Email Id : _____

Address : _____

Signature : _____
Or failing him/her

2. Name of the Members : _____

Email Id : _____

Address : _____

Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Wednesday the 17th day of January, 2024 at 12.30 p.m. at Anand Residency, Anand Tower, Elite Crossing, Jhansi Road, Lalitpur-284403 (U.P) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. /Subject Matter of the Notice

| S. No. | Particulars |
|-------------------------|---|
| SPECIAL BUSINESS | |
| 1. | Approval for Increase in Limit of Borrowings under Section 180(1)(c) of the Companies Act, 2013. |
| 2. | Approval for sell, lease or otherwise dispose-off undertakings under Section 180(1)(a) of the Companies Act, 2013. |
| 3. | Approval for giving Loan or Guarantee or providing Security in connection with Loan availed / to be availed by any other person specified under Section 185 of the Companies Act, 2013. |
| 4. | To give loans or to make investments and/or to give guarantees or to provide security under Section 186 of the Companies Act, 2013. |

Signed this _____ day of _____ 20 _____.

Signature of Shareholder

Signature of Proxy holder(s)

Affix Re. 1
Revenue
Stamp

ROUTE MAP OF EXTRA ORDINARY GENERAL MEETING VENUE

Venue: Anand Residency, Anand Tower, Elite Crossing, Jhansi Road, Lalitpur-284403 (U.P)

