



ANANT RAJ LIMITED

(Formerly known as Anant Raj Industries Limited)
(CIN: L45400HR1985PLC021622)

Registered Office : Plot No. CP-1, Sector-8, IMT Manesar, Gurgaon-122051, Haryana Telefax : (0124) 4265816

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

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

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the members of Anant Raj Limited will be held on Tuesday, September 30, 2014 at 10.00 A.M. at the Registered Office of the Company at Plot no. CP-1, Sector-8, IMT Manesar, Gurgaon, Haryana -122051, to transact the following business :

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2014, including Audited Balance Sheet (Standalone & Consolidated) as at March 31, 2014 and Statement of Profit and Loss for the year ended on that date (Standalone & Consolidated) and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2014.
3. To appoint a Director in place of Shri Ashok Sarin (DIN: 00016199), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, M/s. B.Bhushan & Co., Chartered Accountants (Registration No. 001596N) the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company, who shall hold such office from the conclusion of this Annual General Meeting (AGM) for a period of three consecutive years until the conclusion of the 32nd AGM of the Company to be held in the calendar year 2017 (subject to the ratification of appointment by the members of the Company at every Annual General Meeting of the Company) and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors."

Special Business:

5. Appointment of Shri Brajindar Mohan Singh (DIN: 02143830) as an Independent Director.

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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Brajindar Mohan Singh (DIN: 02143830), Director of the Company who has given declaration of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from September 30, 2014 upto September 29, 2019, whose term of office shall not be liable to be determined by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. Appointment of Shri Ambarish Chatterjee (DIN: 00653680) as an Independent Director

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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Ambarish Chatterjee (DIN: 00653680), Director of the Company who has given declaration of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from September 30, 2014 upto September 29, 2019, whose term of office shall not be liable to be determined by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. Appointment of Shri Maneesh Gupta (DIN: 00129254) as an Independent Director

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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Maneesh Gupta (DIN: 00129254), Director of the Company who has given declaration of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years from September 30, 2014 upto September 29, 2019, whose term of office shall not be liable to be determined by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

8. Approval of re-appointment and payment of remuneration to Shri Amit Sarin (DIN: 00015837) as a Whole-time Director designated as Director & CEO

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder or any statutory modifications or re-enactment thereof and subject to such other approvals as may be necessary, and in terms of Articles of Association of the Company, the Company hereby approves the re-appointment of Shri Amit Sarin as a Whole Time Director designated as Director & CEO of the Company for a period of 5 (Five) years with effect from 9th July, 2014 on such terms and conditions, including gross remuneration of Rs.7,50,000/- (Rupees Seven Lacs Fifty Thousand only) per month, as detailed in the explanatory statement annexed to the notice with liberty to the Board of Directors to exercise its powers, including the powers conferred by this resolution, to alter and vary the terms and conditions of appointment and/or remuneration.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Shri Amit Sarin as a Director & CEO, the Company incurs losses or its profits become inadequate, the remuneration be paid in accordance with Schedule V of the Companies Act, 2013, as minimum remuneration and in case the Company pays in excess of the limits specified in the schedule then the Company shall waive the recovery of the excess remuneration paid to Shri Amit Sarin with the approval of Central Government (Ministry of Corporate Affairs).

RESOLVED FURTHER THAT as a Director & CEO, Shri Amit Sarin, shall be liable to retire by rotation under section 152 of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof); however, if re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office as Director & CEO and such re-appointment as Director shall not be deemed to constitute a break in the term of his appointment as Director & CEO.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit, including but not limited to the filing of application to the Central Government for obtaining approvals, if any and to give effect to this resolution."

9. Create charge(s)/mortgage(s)/hypothecation(s) on the Company's properties to secure the financial assistance availed/ to be availed by the Company:

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 the earlier resolution passed through postal ballot, the result whereof was announced on

December 02, 2006 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with relevant Articles, if any, of the Articles of Association (incl. any amendment thereto) of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include any Committee thereof) to create mortgage(s)/hypothecation(s) and/or charge(s) in addition to the existing mortgage(s)/charge(s)/hypothecation(s) created/ to be created by the Company in such form and manner and with such ranking and on such terms and conditions as it may deem fit, on all or any of the movable and/or immovable properties, both present and future, or substantially the whole of the undertaking(s) of the Company for the purpose of securing financial assistance, at any point of time availed/to be availed, by way of term loan(s) / working capital facilities/asset credit scheme/equipment credit scheme/ leasing credit facilities from the financial institution(s) and/or banker(s) and/or person(s) or any other parties together with interest thereon, commitment charges, liquidated damages, costs, charges, expenses and other moneys payable thereon such security to rank pari-passu with or second or subservient to the mortgages and/or charges and/or hypothecation already created or to be created in future by the Company or in such other manner as may be agreed to between the concerned parties and as may be thought expedient by the Board of Directors.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreement as may be required and to do all acts, deeds, matters and things, as it may at its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise."

10. Ratification of the remuneration payable to M/s Kabra & Associates, Cost Auditor of the Company:

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 and the rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs.75,000/- (Rupees Seventy Five Thousand only) per annum plus applicable service tax and reimbursement of travelling and out of pocket expenses for the purpose of cost audit, payable to M/s. Kabra & Associates, Cost Accountants, Delhi (Firm Regn. No. 000075), who has been appointed as the Cost Auditors of the Company to audit the cost records of the Company for the financial year 2014-15."

11. Adopt the new Articles of Association of the Company containing regulations in conformity with 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 14 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

12. Approve the related party transactions with Anant Raj Cons. & Development Pvt. Ltd.

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

"RESOLVED THAT pursuant to provisions of Section 188(1) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the listing agreements entered into with the stock exchanges where shares of the Company are listed and subject to the compliance of all other applicable laws and regulations, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) for entering into related party transactions with Anant Raj Cons. & Development Private Limited, (wholly owned subsidiary), for execution of construction contracts for an amount not exceeding Rs.100 Crores (Rupees One Hundred Crores only) at any point of time on such terms and conditions set out in the draft agreement as placed before the meeting and initialed by the Chairman for the purposes of identification and in such form and manner as it may deem fit.

RESOLVED FURTHER THAT Shri Anil Sarin, Managing Director, Shri Amit Sarin, Director & CEO and Shri Manoj Pahwa, Company Secretary, be and are hereby severally authorized to execute the agreement with M/s. Anant Raj Cons. & Development Private Limited and to perform all such acts, deeds and to sign all such documents and writings as may be necessary, expedient and incidental thereto including all the negotiations and settlements, to give effect to this resolution and for matters connected therewith or incidental thereto in the best interests of the Company."

13. Providing loan(s)/financial assistance to the wholly owned subsidiaries

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Clause 49 of Listing Agreement, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter called the "Board" which term shall deem to include any

Committee which the Board may constitute for this purpose) for providing of loans to its wholly owned subsidiaries, in one or more tranches, provided however, that the total loan(s) at any point of time shall not exceed an amount of Rs.1000 Crores (Rupees One Thousand Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc for loans to be given to its wholly owned subsidiaries, and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any committee(s) of the Directors or the Managing Director or the Whole Time Director or the Officer of the Company or any other person."

By the order of the Board of Directors

For Anant Raj Limited

Place: New Delhi
Date: August 11, 2014

Ashok Sarin
Chairman
DIN: 00016199

Notes :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.

The instrument appointing the proxy, in order to be effective, should be deposited, duly complete and signed, at the Registered Office of the Company not less than (48) Forty-Eight hours before the scheduled start of the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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** annexed herewith.

3. 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 at any time during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.
4. Members/Proxies are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report to the meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e from Saturday, September 20, 2014 to Tuesday, September 30, 2014 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2014.
8. The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within a period of 30 days to those members whose name appear as:

a) Beneficial Owners as at the end of business hours on Friday, September 19, 2014 on the lists of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited; and

b) Members in the Register of Members of the Company after giving effect to valid share transfer in the physical form lodged with the Company on or before Friday, 19 September, 2014

The dividend on Equity Shares, if declared at the Annual General Meeting, shall be paid on or after October 06, 2014.

9. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. 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 through the Depository Participant of the members.
10. Brief resume of the Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of the board committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is annexed hereto and forms part of this Notice.
11. Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio.
12. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
13. In terms of the notification issued by the Securities Exchange Board of India (SEBI), equity shares of the Company are under compulsory demat trading by all investors. The members are, advised to dematerialize their shareholding to avoid inconvenience in trading in shares of the Company.
14. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat/ Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility. Further they are required to submit old share certificates to be exchanged with split share certificates.
15. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents, M/s. Alankit Assignments Limited.
16. 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 to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
17. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communication through electronic mode to those members who have registered their e-mail addresses either with the Company or with the Depository. 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.
18. The Notice of the AGM and Attendance Slip is being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered a request for a hard copy of the same. Physical copy of the notice of AGM and Attendance Slip is being sent to those members who have not registered their e-mail IDs with the Company or Depository Participant(s). The notice convening the 29th Annual General Meeting of the Company & the Annual Report along with the process of e-Voting & the Attendance slip & Proxy form will be available on the Company's website www.anantrajlimited.com.
19. Voting through electronic means
 - I. In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and applicable provisions of the Listing Agreement, the Company is pleased to provide facility to the members to exercise their right to vote at the Annual General Meeting by electronic means. The Company has engaged the services of National Securities Depository Limited (NSDL) in respect of ensuring voting through electronic media for all the business to be transacted at the aforesaid Annual General Meeting. However, it may be noted that E-voting is optional.

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

Instructions/procedure for E-Voting:

- (a) In case of members receiving an email from NSDL.
 - (i) Open the PDF file 'ANANT RAJ e-voting.pdf' attached to the e-mail using your Client ID/ Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the password provided in PDF is an 'Initial Password.'
 - (ii) Launch an Internet browser and open <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder-login.
 - (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
 - (v) Password change menu will appear. Change the password with a new password of your choice. Please keep a note of the new password. It is strongly recommended not to share your password with any person and take utmost care to keep it confidential.
 - (vi) Home page of e-voting will open. Click on e-Voting – Active Voting Cycles.

(vii) Select 'EVEN' of **Anant Raj Limited**.

(viii) Now you are ready for e-voting as 'Cast Vote' page opens.

(ix) Cast your vote by selecting appropriate option and click on 'Submit' and also click on 'Confirm' when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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 along with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at scrutinizer.cp@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of shareholders receiving physical copy of the Notice of AGM and Attendance Slip

(i) Initial Password is provided, as follows, at the bottom of the Attendance Slip

EVEN (E-Voting Event Number)	USER ID	PASSWORD

(ii) Please follow all steps from Sr. No. (ii) to (xii) above, to cast vote.

- II. The Notice of the AGM of the Company, inter alia, indicating the process and manner of e-voting process alongwith printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.anantrajlimited.com.
- III. The Companies (Management & Administration) Rules, 2014 provides that the electronic voting period shall be completed within three days prior to the date of AGM. Accordingly, the voting period shall commence at 9:00 a.m. on Tuesday, September 23, 2014 and will end at 6:00 p.m. on Thursday, September 25, 2014. The e-voting module shall be disabled by NSDL at 6:00 p.m. on the same day.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on August 14, 2014, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. Since the Company is required to provide members the facility to exercise their right to vote by electronic means, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date August 14th, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- VI. The Company has appointed Ms. Stuti Bansal, Advocate, to act as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall, within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of atleast two persons not in the employment of the Company and make a report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- VIII. The results shall be declared on or after the AGM. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.anantrajlimited.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM and shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.
- IX. In case of any queries, you may refer to 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com.
- X. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- XI. Login to 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 'Forgot Password' option available on the site to reset the same.
- XII. Your Login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are shareholder.
20. 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 under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
21. 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 Annual General Meeting.
22. Pursuant to Section 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, the company has transferred the unclaimed/ unpaid dividend, for the financial year 2005-06, on due date, to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim lie against the IEPF or the Company in respect of individual amount(s) so credited to the Investor Education and Protection Fund (IEPF).

Pursuant to the circular issued by the Ministry of Corporate Affairs (MCA) with respect to IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 dated May 10, 2012, your Company has uploaded the details of

amounts lying unclaimed/un-encashed, as on September 28, 2013 (date of last Annual General Meeting), in Form 5INV on MCA's website as well as on its website www.anantrajlimited.com.

The Company has sent reminders to the members having unclaimed dividend pertaining to financial year 2006-07. The dividend amounts for the financial year 2006-07 remaining unpaid/ unclaimed shall be transferred to the IEPF on or before the due date.

Those members who have not encashed/received their Dividend Warrants for the financial years 2007-08, 2008-09, 2009-10, 2010-11, 2011-12 are advised to approach the Company's Registrar and Share Transfer Agent or Corporate Office of the Company for revalidation of dividend warrants or for obtaining duplicate Dividend Warrants.

23. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 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/updating 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.

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

Item No. 5:

Shri. Brajindar Mohan Singh (DIN: 02143830) has been Independent Director of the company since 2009 (appointed pursuant to clause 49 of the Listing Agreement), who was liable to retire by rotation under the applicable provisions of erstwhile Companies Act, 1956.

With the enactment of the Companies Act, 2013, it is now incumbent upon every listed company to appoint Independent Director in terms of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, as amended from time to time. In compliance with the provisions of the said section read with Schedule IV of the Act, it is now proposed to appoint Shri. Brajindar Mohan Singh as Independent Director under the Companies Act, 2013.

The Company has received a declaration from Shri. Brajindar Mohan Singh to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, alongwith his consent in writing to act as Director in Form DIR-2 prescribed under Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Nomination and Remuneration Committee has recommended the appointment of Shri. Brajindar Mohan Singh as an Independent Director for five (5) consecutive years commencing from 30th September, 2014 to 29th September, 2019. The Board of Directors of the Company, is of the opinion that Shri. Brajindar Mohan Singh fulfills the conditions specified in the Listing Agreement, Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management of the Company.

Notice pursuant to Section 160 of the Companies Act, 2013, in writing alongwith a deposit of requisite amount of Rs. 1,00,000/- has been received from a member proposing the candidature of Shri. Brajindar Mohan Singh for the office of Independent Director of the Company.

The resolution seeks approval of the members in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, for appointment of Shri. Brajindar Mohan Singh as an Independent Director for five (5) consecutive years commencing from 30th September, 2014 to 29th September, 2019. He is not liable to retire by rotation.

A copy of the draft letter of appointment of Shri. Brajindar Mohan Singh as an Independent Director setting out the terms and conditions, alongwith all other documents relating to his appointment is available for inspection, without any fee, by the members at the Company's Registered Office during the normal business hours on all working days upto the date of the Annual General Meeting.

Brief resume of Shri. Brajindar Mohan Singh, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, his shareholding in the Company, relationships amongst Directors inter-se as stipulated under Clause 49 of the Listing Agreement, is provided alongwith the notice.

In the opinion of the Board, Shri. Brajindar Mohan Singh possesses relevant expertise and experience and the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail guidance from Shri. Brajindar Mohan Singh.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item no. 5 of this notice for approval of the members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in Item No. 5 of the Notice except Shri. Brajindar Mohan Singh.

Item No. 6:

Shri Ambarish Chatterjee (DIN: 00653680) has been Independent Director of the company since 2005 (appointed pursuant to clause 49 of the Listing Agreement), who was liable to retire by rotation under the applicable provisions of erstwhile Companies Act, 1956.

With the enactment of the Companies Act, 2013, it is now incumbent upon every listed company to appoint Independent Director in terms of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, as amended from time to time. In compliance with the provisions of the said section read with Schedule IV of the Act, it is now proposed to appoint Shri Ambarish Chatterjee as Independent Director under the Companies Act, 2013.

The Company has received a declaration from Shri. Ambarish Chatterjee to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, alongwith his consent in writing to act as Director in Form DIR-2 prescribed under Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Nomination and Remuneration Committee has recommended the appointment of Shri. Ambarish Chatterjee as an Independent Director for five (5) consecutive years commencing from 30th September, 2014 to 29th September, 2019. The Board of Directors of the Company, is of the opinion that Shri. Ambarish Chatterjee fulfills the conditions specified in the Listing Agreement, Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management of the Company.

Notice pursuant to Section 160 of the Companies Act, 2013, in writing alongwith a deposit of requisite amount of Rs. 1,00,000/- has been received from a member proposing the candidature of Shri. Ambarish Chatterjee for the office of Independent Director of the Company.

The resolution seeks approval of the members in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, for appointment of Shri. Ambarish Chatterjee as an Independent Director for five (5) consecutive years commencing from 30th September, 2014 to 29th September, 2019. He is not liable to retire by rotation.

A copy of the draft letter of appointment of Shri. Ambarish Chatterjee as an Independent Director setting out the terms and conditions, alongwith all other documents relating to his appointment is available for inspection, without any fee, by the members at the Company's Registered Office during the normal business hours on all working days upto the date of the Annual General Meeting.

Brief resume of Shri. Ambarish Chatterjee , nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, his shareholding in the Company, relationships amongst Directors inter-se as stipulated under Clause 49 of the Listing Agreement, is provided alongwith the notice.

In the opinion of the Board, Shri Ambarish Chatterjee possesses relevant expertise and experience and the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail guidance from Shri. Ambarish Chatterjee

Accordingly, the Board recommends the Ordinary Resolution as set out at Item no. 6 of this notice for approval of the members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in Item No. 6 of the Notice except Shri. Ambarish Chatterjee .

Item No. 7

Shri Maneesh Gupta (DIN: 00129254) has been Independent Director of the company since 2005 (appointed pursuant to clause 49 of the Listing Agreement), who was liable to retire by rotation under the applicable provisions of erstwhile Companies Act, 1956.

With the enactment of the Companies Act, 2013, it is now incumbent upon every listed company to appoint Independent Director in terms of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, as amended from time to time. In compliance with the provisions of the said section read with Schedule IV of the Act, it is now proposed to appoint Shri Maneesh Gupta as Independent Director under the Companies Act, 2013.

The Company has received a declaration from Shri Maneesh Gupta to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, alongwith his consent in writing to act as Director in Form DIR-2 prescribed under Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Nomination and Remuneration Committee has recommended the appointment of Shri Maneesh Gupta as an Independent Director for five (5) consecutive years commencing from 30th September, 2014 to 29th September, 2019. The Board of Directors of the Company, is of the opinion that Shri Maneesh Gupta fulfills the conditions specified in the Listing Agreement, Companies Act, 2013

and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management of the Company.

Notice pursuant to Section 160 of the Companies Act, 2013, in writing alongwith a deposit of requisite amount of Rs. 1,00,000/- has been received from a member proposing the candidature of Shri Maneesh Gupta for the office of Independent Director of the Company.

The resolution seeks approval of the members in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, for appointment of Shri Maneesh Gupta as an Independent Director for five (5) consecutive years commencing from 30th September, 2014 to 29th September, 2019. He is not liable to retire by rotation.

A copy of the draft letter of appointment of Shri Maneesh Gupta as an Independent Director setting out the terms and conditions, alongwith all other documents relating to his appointment is available for inspection, without any fee, by the members at the Company's Registered Office during the normal business hours on all working days upto the date of the Annual General Meeting.

Brief resume of Shri Maneesh Gupta, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, his shareholding in the Company, relationships amongst Directors inter-se as stipulated under Clause 49 of the Listing Agreement, is provided alongwith the notice.

In the opinion of the Board, Shri Maneesh Gupta possesses relevant expertise and experience and the Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail guidance from Shri Maneesh Gupta.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item no. 7 of this notice for approval of the members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in Item No. 7 of the Notice except Shri Maneesh Gupta.

Item No. 8

Shri. Amit Sarin (DIN: 00015837) was appointed as Director & CEO of the Company w.e.f July 10, 2009.

Shri. Amit Sarin has vast experience in construction, infrastructure development and real estate business. He has been instrumental in company's development and diversification to I.T. Parks/SEZs, Hospitality, Township and Commercial projects. He is also taking care of the finance & administrative functions of the Company. During his tenure, the Company has made a tremendous growth and his continued association would be of immense benefit to the Company.

Keeping in view of his involvement in the expansion and diversification program and also increasing responsibility to meet the challenges of competitions, the Board of Directors has decided to recommend the re-appointment of Shri. Amit Sarin as Director & CEO of the Company for a period of 5 years, with effect from July 09, 2014, liable to retire by rotation, at a gross remuneration of Rs.7,50,000/- per month on existing terms and conditions within the overall ceiling prescribed under Schedule V of the Companies Act, 2013.

The said terms contained in the draft agreement proposed to be entered between the Company and Shri. Amit Sarin, subject to the approval of shareholders are as under:

Basic salary: Rs. 4,00,000/- per month
House Rent Allowance: Rs. 2,00,000 per month (50% of basic salary)
Bonus and other benefits: as per Company's rules

The following perquisites will, however, not be included in the aforesaid remuneration:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
- c. Encashment of leave as per the policy of the Company; and
- d. Medical reimbursement as per actual

In the event of loss or inadequacy of the profits in any year during the period of his reappointment, Shri. Amit Sarin will be paid remuneration including perquisites as per Schedule V of the Companies Act, 2013 or such other limits as may prescribed under the Companies Act, from time to time.

Shri. Amit Sarin will not be entitled to any sitting fee for attending the meetings of the Board. The aforesaid reappointment and remuneration payable to Shri. Amit Sarin may be further varied, altered or modified as may be agreed to by the Board of Directors and Shri. Amit Sarin, in the light of any amendments/modifications of the Companies Act, or any re-enactment thereof within the limits prescribed under Schedule V of the Companies Act, 2013.

The Nomination & Remuneration Committee and the Board of Directors of the Company vide their respective resolutions passed at their meetings, have approved the re-appointment of Shri. Amit Sarin, Director & CEO for a period of 5(five) years with effect from July 09, 2014 at a gross remuneration of Rs.7,50,000/- per month.

The details of Shri Amit Sarin in terms of clause of 49 of Listing Agreement is annexed to the notice.

Except Shri. Amit Sarin, Director & CEO, Shri. Ashok Sarin, Chairman and Shri. Anil Sarin, Managing Director, no other Directors, Key Managerial Personnel or their relatives are financially or otherwise, concerned or interested.

The Board considers that Shri. Amit Sarin's continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri. Amit Sarin as Director & CEO of the Company.

The above may be treated as an abstract of terms of appointment and memorandum of concern or interest, pursuant to Section 190 of the Companies Act, 2013.

Accordingly, the Board recommends the Ordinary Resolution as set out at item no.8 of this notice for the approval of the members of the Company.

Item No. 9:

The Company, through postal ballot, the results whereof was announced on December 02, 2006, had obtained approval of the shareholders of the Company under erstwhile Section 293(1)(a) of the Companies Act, 1956, to create mortgage and/or charge on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) of the Company for securing any loan obtained or as may be obtained from any financial institution or person(s) together with interests, costs, charges, expenses & any other money payable by the Company.

Consequent to the notification of Section 180(1)(a) of the Companies Act, 2013, consent of the members of the Company is required by way of a Special Resolution to create mortgage and/or charge on the movable/immovable properties of the Company.

The approval of the members of the Company is sought to authorize the Board of Directors to create mortgage/hypothecation and/or charge (in addition to the existing mortgages/charges/hypothecations created by the Company) on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) of the Company.

None of the Directors and the Key Managerial Personnel of the Company, including their relatives, is in anyway, concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the Board recommends the Special Resolution as set out at item no.09 of this notice for approval of the members of the Company.

Item No.10:

Under Section 148 of the Companies Act, 2013 read with Companies (Cost Record & Audit) Rules, 2014, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. The Board of Directors of the Company, on the recommendation of Audit Committee, has approved the appointment of M/s. Kabra & Associates, Cost Accountants, Delhi (Firm Regn. No. 000075) as Cost Auditors of the Company to audit the cost accounting records of the Company for the financial year 2014-15 at a remuneration of Rs 75,000/- p.a (Rupees Seventy Five Thousand only) plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit.

The Company has received a certificate from M/s. Kabra & Associates, Cost Accountants, regarding their eligibility to be appointed as Cost Auditor of the Company. The copy of the certificate will be available for inspection at the Registered Office of the Company during 11:00 A.M. to 01:00 P.M. on all working days upto the date of the Annual General Meeting and shall also be available at the meeting.

In terms of provisions of Section 148 of the Companies Act, 2013, read with Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the cost auditor has to be ratified by the shareholders of the Company.

None of the Directors and the Key Managerial Personnel of the Company, including their relatives, is in anyway, concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out at item no.10 of this notice for approval of the members of the Company.