



ANANT RAJ LIMITED

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

Registered Office : Plot No. CP-1, Sector-8, IMT Manesar, Gurgaon, Haryana-122051 Telefax : (0124) 4265817
Head Office : H-65, Connaught Circus, New Delhi - 110001 Tel : 011-43034400 Fax : 011-43582879
Corp. Office : E-2, ARA Centre, Jhandewalan Extn., New Delhi-110055 Tel : 011-41540070 Fax : 011-43559111
Email : manojpahwa@anantrajlimited.com Website : www.anantrajlimited.com

NOTICE

Notice is hereby given that the (30th) Thirtieth Annual General Meeting (AGM) of the members of Anant Raj Limited will be held on Wednesday, September 30, 2015 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 businesses as:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, including Audited Balance Sheet (Standalone & Consolidated) as at March 31, 2015 and Statement of Profit and Loss (Standalone & Consolidated) for the year ended on that date 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, 2015.
3. To appoint a Director in place of Shri Amit Sarin (DIN: 00015837), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard, 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, 141, 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, the appointment of M/s. B. Bhushan & Co., Chartered Accountants (Registration No. 001596N) as the Statutory Auditors of the Company, to hold such office till conclusion of 32nd Annual General Meeting (AGM) be and is hereby ratified to hold such office from conclusion of this AGM till the conclusion of the 31st AGM and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016, as may be determined by the Audit Committee in consultation with the Auditors, in connection with statutory audit and charges in respect of services rendered by them, if any, in any other capacity."

Special Business:

5. To appoint Ms. Priya Singh Aggarwal (DIN: 00535042) as an Independent Director of the Company and in this regard, 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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force) and clause 49 of the Listing Agreement, Ms. Priya Singh Aggarwal (DIN 00535042) who was appointed by the Board of Directors as an Additional Independent Director of the Company w.e.f 30th March, 2015 and who holds office upto the date of Annual General Meeting of the Company in terms of the Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years upto March 29, 2020, whose 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. To approve the borrowing limits of the Company and in this regard, 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 under erstwhile section 293(1)(d) of the Companies Act, 1956

through postal ballot conducted on 2nd December, 2006 and pursuant to the provisions of Section 180 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) and read with relevant Articles, if any, of the Articles of Association of the Company (including any amendment thereto), 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 be deemed to include any Committee of directors thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of money on such terms and conditions with or without security as they deem requisite for the purpose of the business of the Company from the Company's bankers, financial institutions and/or from any person or persons, firms, companies/bodies corporate, institutional investor(s), mutual funds, insurance companies, pension funds and any entity/entities or authority/authorities, whether in India or abroad and whether by way of cash credit, loans, advances, deposits, bills discounting, issue of debentures, bonds or any financial instruments or otherwise either in rupees and/or in such other foreign currencies as may be permitted by law from time to time and any other instruments/securities or otherwise secured or unsecured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether movable or immovable property, notwithstanding that the money or monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however that the total amount upto which monies may be borrowed by the Board of Directors and/or the committee of Directors and outstanding at any time shall not, at any time, exceed the sum of Rs. 1,650 Crores (Rupees One Thousand Six Hundred Fifty Crores only), exclusive of interest."

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."

7. **To ratify the remuneration payable to M/s Kabra & Associates, Cost Auditors of the Company, in this regard, 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 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), 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 for the financial year 2015-16 to audit the cost records of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or Audit Committee of the Company be and are 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. **To approve the increase in remuneration of Shri. Aman Sarin, Chief Operating officer (Operations) upto Rs. 5,00,000/- (Rupees five lacs only) per month and in this regard, 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 188 and all other applicable rules/ guidelines and provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any amendment and/or re-enactment (s) thereof for the time being in force) and all applicable approvals and consents, if any, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to increase the remuneration of Shri. Aman Sarin, Chief Operating Officer (Operations) of the Company, a relative of the Director of the Company, upto Rs. 5,00,000/- (Rupees Five Lacs) per month w.e.f October 01, 2015 on such terms and conditions 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 increase in remuneration.

RESOLVED FURTHER THAT the Board of Directors and/or Committee thereof of the Company be and are hereby authorized to do all such further acts and deeds and to take all such actions as required necessary to give effect to the above resolution including but not limited to execution of service agreement, appointment letter, etc."

9. **To approve the increase in remuneration of Shri. Ashim Sarin, Chief Operating officer (Construction) upto Rs. 5,00,000/- (Rupees five lacs only) per month and in this regard, 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 188 and all other applicable rules/ guidelines and provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any amendment and/or re-enactment (s) thereof for the time being in force) and all applicable approvals and consents, if any, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to increase the remuneration of Shri. Ashim Sarin, Chief Operating Officer (Construction) of the Company, a relative of the Director of the Company, upto Rs. 5,00,000/- (Rupees Five Lacs) per month w.e.f October 01, 2015 on such terms and conditions as detailed in the explanatory statement annexed to the notice with liberty to the Board of the Directors to exercise its powers including the powers conferred by this resolution, to alter and vary the terms and conditions of increase in remuneration.

RESOLVED FURTHER THAT the Board of Directors and/or Committee thereof of the Company be and is hereby authorized to do all such further acts and deeds and to take all such actions as required necessary to give effect to the above resolution including but not limited to execution of service agreement, appointment letter, etc."

10. **To approve the increase in remuneration of Shri. Amar Sarin, Chief Operating officer (Business Development) upto Rs. 5,00,000/- (Rupees five lacs only) per month and in this regard, 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 188 and all other applicable rules/ guidelines and provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any amendment and/or re-enactment (s) thereof for the time being in force) and all applicable approvals and consents, if any, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to increase the remuneration of Shri. Amar Sarin, Chief Operating Officer (Business Development) of the Company, a relative of the Director of the Company, upto Rs. 5,00,000/- (Rupees Five Lacs) per month w.e.f October 01, 2015 on such terms and conditions as detailed in the explanatory statement annexed to the notice with liberty to the Board of the Directors to exercise its powers including the powers conferred by this resolution, to alter and vary the terms and conditions of increase in remuneration.

RESOLVED FURTHER THAT the Board of Directors and/or Committee thereof of the Company be and is hereby authorized to do all such further acts and deeds and to take all such actions as required necessary to give effect to the above resolution including but not limited to execution of service agreement, appointment letter, etc."

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

**Place: New Delhi
Date: August 12, 2015**

**sd/-
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 (AGM) 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 exceeding 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. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution/power of attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. 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.
6. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e from Thursday, September 24, 2015 to Wednesday, September 30, 2015 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2015.
7. (a) This Notice is being sent to all the members whose name appears as on 14th August, 2015 in the register of members or beneficial owner as received from M/s Alankit Assignments Limited, the Registrar and Transfer Agent of the Company.

(b) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 23, 2015, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that

date.

8. The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid to those members whose name appear as:
- a) Beneficial Owners as at the end of business hours on Wednesday, September 23, 2015 on the lists of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- b) Members in the Register of Members of the Company after giving effect to valid share transfer in the physical form lodged with the Company on or before Wednesday, September 23, 2015.

The dividend on Equity Shares, if declared at the Annual General Meeting, shall be paid on and after October 06, 2015 and within a period of 30 days from the date of declaration.

9. Pursuant to provisions of Sections 205A and 205C and other applicable, if any, of the Companies Act, 1956, dividend which remain unpaid/unclaimed for a period of 7 years from the date of transfer of the same to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The following are the details of the dividends paid by the Company and respective due dates for claim by the Shareholders:

Financial Year	Date of Declaration of Dividend	Last Date for Claim
2008-2009	20-08-2009	19-08-2016
2009-2010	22-07-2010	21-07-2017
2010-2011	25-08-2011	24-08-2018
2011-2012	27-09-2012	26-09-2019
2013-2014	30-09-2014	29-09-2021

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 30, 2014 (date of last Annual General Meeting), in Form 5INV on MCA's website as well as on its website www.anantrajlimited.com.

Those members who have not en-cashed/received their Dividend Warrants for the financial years 2008-09, 2009-10, 2010-11, 2011-12, 2013-14 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.

10. 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 to the Depository Participant of the members.
11. 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).
12. 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.
13. 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 by the members at the AGM.
14. 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/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.
15. Members are requested to send their queries at least 10 days before the date of meeting to the Company Secretary of the Company at its corporate office so that information can be made available at the meeting.
16. 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.

17. In terms of notification issued by the Securities & Exchange Board of India (SEBI), equity shares of the Company under compulsory demat trading by all investors. Members are, therefore, advised to dematerialize their shareholding to avoid inconvenience in trading in shares of the Company.
18. 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 (Electronic clearance system) and nomination facility. Further they are required to submit old share certificates for exchange with split share certificates
19. 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.
20. 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.
21. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2014-15 is also be available on the Company's website www.anantrajlimited.com.

22. Voting by Members:

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

- a) Members may cast their votes through electronics means by using an electronics voting system from a place other than the venue of AGM (Remote E-voting) in the manner provided below during the e-voting period as mentioned 22(I)(iii)
- b) At the venue of AGM, voting shall be done through ballot paper ("Ballot Paper") and the members attending the AGM, who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- c) A member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a members casts votes through Remote E-vote and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

(I) Voting through electronic means

In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendments Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and clause 35B 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 all the business to be transacted at the aforesaid Annual General Meeting. However, it may be noted that E-voting is optional.

A. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:
Instructions/procedure for E-Voting by the members whose email ID's are registered with the Company/ Depository Participant:

- i. In case of members receiving an email from NSDL:-
 - a) 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.'
 - b) Launch an Internet browser and open <https://www.evoting.nsdl.com/>
 - c) Click on Shareholder- login.
 - d) If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login
 - e) If you are logging in for the first time, please enter the User ID and Password provided in this document.
 - f) Insert 'User ID' and 'Initial Password' as noted in step (a) above and click 'Login'.
 - g) 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.
 - h) Home page of e-voting will open. Click on e-Voting – Active Voting Cycles.
 - i) Select 'EVEN' (E-Voting Event Number) of Anant Raj Limited.
 - j) Now you are ready for e-voting as 'Cast Vote' page opens.

- k) Cast your vote by selecting appropriate option and click on 'Submit' and also click on 'Confirm' when prompted.
- l) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- m) Please note that once your vote is cast on the selected resolution, you will not be allowed to modify your vote.
- n) 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 rajesh@drassociates.org with a copy marked to evoting@nsdl.co.in.

B. Instructions/procedure for e-voting by members whose email IDs are not registered with the company/depository participant(s):-

- i. For members whose Email IDs are not registered with the company/depository participant(s) will be receiving notice of AGM by post.
- ii. The initial password is provided on the attendance slip for the AGM.
- iii. Please follow all the steps from S. No. (a) to (n) mentioned above, in order to successfully cast your vote.

Notes:

- (a) 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.
- (b) 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.
- 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 remote e-voting period commences on September 27, 2015 (9:00 am) and ends on September 29, 2015 (5:00 pm). During this period member (s) of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date September 23, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- iv. Persons who have acquired shares and became members of the Company after dispatch of the Notice of AGM but before the cut-off date of September 23, 2015, may obtain their user ID and password for e-voting from the Company's Registrar and share transfer Agent or NSDL.
- v. Mr. Rajesh Lakhanpal, Company Secretary in practice, (Membership No. 5679) has been appointed as the Scrutinizer to scrutinize the remote e-voting/poll process in a fair and transparent manner.
- vi. 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.

Phone No.:- +912224994600/24994738, Toll Free no. 1800222990

Email ID: evoting@nsdl.co.in

- vii. If any member has any problem/ query regarding e-voting then he may contact the following persons:

Name: Mr. A.K. Prashar

Designation: Senior Manager (Secretarial Department)

Address: E-2, ARA Centre, Jhandewalan Extn. New Delhi-110055

E-mail id: ak.prashar@anantrajlimited.com

Phone No.:011-43559164

II. Voting Through Ballot Paper

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

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

- 23. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the

meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two persons not in the employment of the Company. Subsequently, the Scrutinizer shall submit a consolidated report immediately but not later than 48 hours of conclusion of Annual General Meeting to the Chairman or any other directors so authorised, Who shall counter sign the same and declare the result of the voting forthwith but within 48 hours of conclusion of Annual General Meeting.

24. 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 immediately after the results are declared by the Chairman or a person authorised by him and the same shall also be simultaneously communicated to the Stock Exchanges, where the equity shares of the Company are listed.
25. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2015
26. Members/Proxies/authorised representative are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report to the meeting.
27. In terms of Section 152 of the Companies Act, 2013, Shri Amit Sarin (DIN: 00015837), Director, retires by rotation at the Meeting and being eligible, offers himself for reappointment and the Board of Directors of the Company recommends his re-appointment. Further the term of Ms. Priya Singh Aggarwal (DIN 00535042), additional Independent Director of the company expires on this ensuing AGM and one of the members of the Company has proposed her candidature, alongwith requisite deposit, for appointment as an Independent Director of the Company.

Brief resume of the Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is annexed herewith the Notice of the AGM.

28. 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 (enclosed with this Notice) to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 05:

The Board of Directors at its meeting held on March 30, 2015 had appointed Ms. Priya Singh Aggarwal as an additional independent woman director of the Company under Section 161 (1) of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualifications of Directors), Rules, 2014 and she holds office upto the date of Annual General Meeting of the Company.

The Company has received a declaration from Ms. Priya Singh Aggarwal to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013, alongwith her 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. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Nomination and Remuneration Committee had recommended the appointment of Ms. Priya Singh Aggarwal as an additional Independent Woman Director for five (5) years w.e.f March 30, 2015 upto March 29, 2020. The Board of Directors of the Company, is of the opinion that, Ms. Priya Singh Aggarwal fulfill the conditions specified in the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement for her appointment as an Independent Director of the Company and hence recommend her to be appointed for five consecutive years under section 149 of the Companies Act, 2013.

The Company had received a notice in writing from a member of the Company under Section 160 of the Act, alongwith the requisite deposit, proposing her candidature for the office of Independent Director of the Company.

The resolution seeks approval of the members in terms of provisions of Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, for appointment of Ms. Priya Singh Aggarwal as an Independent Director for five (5) consecutive years w.e.f March 30, 2015 upto March 29, 2015. She is not liable to retire by rotation.

A copy of draft letter of appointment of Ms. Priya Singh Aggarwal as an Independent Director setting out the terms and conditions alongwith all other documents relating to her 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 Ms. Priya Singh Aggarwal, nature of her expertise in specific functional areas and names of companies in which she holds directorship and memberships/chairmanships of Board Committee, her 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 of Directors, Ms. Priya Singh Aggarwal possesses relevant expertise and experience and the Board considers that the continued association would be of immense benefit to the Company and it is desirable to continue to avail guidance from Ms. Priya Singh Aggarwal.

Except Ms. Priya Singh Aggarwal, none of the Directors or 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.05 of this notice for approval of the members of the Company.

Item No.06

The members of the Company had, vide an ordinary resolution passed under erstwhile section 293(1)(d) of the Companies Act, 1956, through Postal Ballot, on December 06, 2006, accorded their approval to the Board of Directors of the Company to borrow upto a sum of Rs. 1500 crores.

In terms of the provisions of Section 180 (1) (c) of the Companies Act, 2013, which was made effective from September 12, 2013, the Board of Directors of the Company is not permitted to exercise borrowing powers in excess of the aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from company's banker in the ordinary course of business, except with the consent of the members of the Company accorded by way of a special resolution.

The borrowings made by the Company as at March 31, 2015 was Rs. 1257.45 Crores which was well within the limit of free reserves & paid-up share capital of the Company i.e Rs. 1528.66 Crores as at March 31, 2015.

Further for the purpose of additional fund requirements for the existing business operations and future growth plans of the Company, it is proposed to approve the borrowing limits of the Company upto Rs 1,650.00 Crores (Rupees One Thousand Six Hundred Fifty Crores only).

Accordingly, the approval of the members of the Company by way of Special Resolution under Section 180 (1) (c) of the Companies Act, 2013, is sought to empower the Board of Directors of the company to borrow money in excess of the aggregate of its paid up share capital and free reserves.

The Board of Directors recommends passing of this Special Resolution for approval of the members of the Company.

None of the Directors or 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.6 of this notice for approval of the members of the Company.

Item No. 07

Under Section 148 of the Companies Act, 2013 read with Companies (Cost Record & Audit) Rules, 2014, the Company is required to have audit of its cost records conducted by a Cost Accountant in practice. The Board of Directors of the Company, 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 2015-16 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 as may 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 or 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.07 of this notice for approval of the members of the Company.

Item No. 08

Shri Aman Sarin, aged 42, holds office of Chief Operating Officer (Operations), manages and responsible for execution of Housing development projects and other administrative functions as may be assigned to him. Shri Aman Sarin has over fifteen years experience in the Construction and Development and business of Real Estate. He has also been effectively involved in the

administration functions of the Company.

At present, the gross salary of Shri Aman Sarin is Rs. 2,00,000/- p.m. (Rupees Two Lacs only).

Keeping in view of his involvement and contribution to Company's growth, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee of the Company, at their meeting held on August 12, 2015 has resolved to increase the remuneration of Shri. Aman Sarin upto Rs. 5,00,000/- per month on existing terms and conditions with effect from October 01, 2015, subject to the approval of the members of the Company.

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

Basic Salary: Rs. 2,00,000/- per month

House Rent Allowance: Rs. 1,00,000 per month (50% of Basic Salary)

Special Allowance: Rs. 1,00,000 per month.

The Bonus and other benefits as per Company's rules.

Particulars of the proposed transaction for the purpose of approval under section 188 of the Companies Act, 2013 are as under:

Name of the Related Party	Sh. Aman Sarin
Name of the Director or Key managerial personnel who is related, if any	Sh. Ashok Sarin Sh. Anil Sarin Sh. Amit Sarin
Nature of relationship	Shri Aman Sarin is son of Shri Ashok Sarin (Chairman) and brother of Shri Amit Sarin (Director & CEO) and related to Shri Anil Sarin (Managing Director).
Nature, material terms, monetary value and particulars of contact or arrangement	Payment of Remuneration of upto Rs. 5,00,000/- (Rupees Five Lacs) p.m. in respect of his services as Chief Operating Officer (Operations).
Any other information relevant or important for the members to take a decision on the proposed resolution	None

Members are hereby informed that pursuant to the second proviso of section 188(1) of the Companies Act, 2013, no member who is a related party to the said transaction shall vote for such special resolution.

Shri Aman Sarin is related to Shri Ashok Sarin (Chairman), Shri Anil Sarin (Managing Director) and Shri Amit Sarin (Director & CEO) and his remuneration in the new pay scale would require the prior approval of the shareholders by way special resolution in terms of Section 188 of the Companies Act, 2013.

None of the Directors or Key Managerial personnel of the Company and their relatives, except Shri Ashok Sarin, Shri Anil Sarin and Shri Amit Sarin may be considered to be concerned or interested, financially and otherwise in this resolution.

The Board of Directors, therefore, recommends the passing of special resolution at item no. 08 of the notice.

Item No.09

Shri Ashim Sarin, aged 39, hold office of Chief Operating Officer (Construction), manages the Construction & Development business, administration of IT Parks, Hospitality & Development Projects. Shri Ashim Sarin has around fifteen years experience in the Construction and Development business. He has also been instrumental in overseeing the construction of the projects at various sites and ensuring timely completion of the projects.

At present, the gross remuneration of Shri Ashim Sarin is Rs. 2,00,000/- p.m. (Rupees Two Lacs only).

Keeping in view of his involvement and contribution to Company's growth, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee of the Company, at their meeting held on August 12, 2015 has resolved to increase the remuneration of Shri. Ashim Sarin upto Rs. 5,00,000/- per month on existing terms and conditions with effect from October 01, 2015, subject to the approval of the members of the Company.

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

Basic Salary: Rs. 2,00,000/- per month

House Rent Allowance: Rs. 1,00,000 per month (50% of Basic Salary)

Special Allowances Rs. 1,00,000 per month

Bonus and other benefits as per Company's rules.

Particulars of the proposed transaction for the purpose of approval under section 188 of the Companies Act, 2013 are as under:

Name of the Related Party	Sh. Ashim Sarin
Name of the Director or Key managerial personnel who is related, if any	Sh. Ashok Sarin Sh. Anil Sarin Sh. Amit Sarin
Nature of relationship	Shri Ashim Sarin is son of Shri Ashok Sarin (Chairman) and brother of Shri Amit Sarin (Director & CEO) and related to Shri Anil Sarin (Managing Director).
Nature, material terms, monetary value and particulars of contact or arrangement	Payment of Remuneration of upto Rs. 5,00,000/- (Rupees Five Lacs) p.m. in respect of his services as Chief Operating Officer (Construction).
Any other information relevant or important for the members to take a decision on the proposed resolution	None

Members are hereby informed that pursuant to the second proviso of section 188(1) of the Companies Act, 2013, no member who is a related party to the said transaction shall vote for such special resolution.

Shri Ashim Sarin is related to Shri Ashok Sarin (Chairman), Shri Anil Sarin (Managing Director) and Shri Amit Sarin (Director & CEO) and his remuneration in the new pay scale would require the prior approval of the shareholders by way of special resolution in terms of Section 188 of the Companies Act, 2013.

None of the Directors or Key Managerial personnel of the Company and their relatives, except Shri Ashok Sarin, Shri Anil Sarin and Shri Amit Sarin may be considered to be concerned or interested, financially and otherwise in this resolution.

The Board of Directors, therefore, recommends the passing of special resolution at item no. 09 of the notice.

Item No. 10

Shri Amar Sarin, aged 32, holds office of Chief Operating Officer (Business Development), manages the Business Development & Marketing of Projects. Shri Amar Sarin has over a decade of experience in the Business Development and Marketing of the Projects of the Company. He has also been instrumental in the brand building of the Company's ongoing projects.

At present, the gross salary of Shri Amar Sarin is Rs. 1,50,000/- p.m. (Rupees One Lacs Fifty Thousand only).

Keeping in view of his involvement and contribution to Company's growth, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee of the Company, at their meeting held on August 12, 2015 has resolved to increase the remuneration of Shri. Amar Sarin upto Rs. 5,00,000/- per month on existing terms and conditions with effect from October 01, 2015, subject to the approval of the members of the Company.

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

Basic Salary: Rs. 2,00,000/- per month

House Rent Allowance: Rs. 1,00,000 per month (50% of Basic Salary)

Special Allowances Rs. 1,00,000 per month

Bonus and other benefits as per Company's rules.

Particulars of the proposed transaction for the purpose of approval under section 188 of the Companies Act, 2013 are as under:

Name of the Related Party	Sh. Amar Sarin
Name of the Director or Key managerial personnel who is related, if any	Sh. Ashok Sarin Sh. Anil Sarin Sh. Amit Sarin
Nature of relationship	Shri Amar Sarin is son of Shri Anil Sarin (Managing Director), and related to Shri Ashok Sarin (Chairman) and Shri Amit Sarin (Director & CEO).