



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

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty Fourth (34th)** Annual General Meeting (**AGM**) of the Members of Anant Raj Limited ("**the Company**") will be held on **Monday, September 30, 2019 at 10:30 A.M. at the Registered Office of the Company at Plot No. CP-1, Sector-8, IMT Manesar, Gurugram, Haryana-122051** to transact the following businesses:

ORDINARY BUSINESS:

Item No. 01: Adoption of Financial Statements for the Financial Year ended on March 31, 2019

To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.

Item No. 02: Declaration of Dividend for the financial year ended on March 31, 2019.

To declare dividend @ 12 % (Re. 0.24 per share of Rs. 2/- each) on equity shares for the financial year ended March 31, 2019.

Item no. 03: Appointment of Sh. Amit Sarin (DIN: 00015837) as a Director, who is eligible to retire by rotation

To appoint a Director in place of Sh. Amit Sarin (DIN: 00015837), who retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 04: Approval for the Appointment and payment of remuneration of Sh. Ashok Sarin as an Executive Chairman of the Company

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 Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with the provisions of Regulation 17 (6) and other applicable provisions if any, of SEBI (LODR) Regulations, 2015 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 and based on the recommendation of Nomination & Remuneration Committee, Sh. Ashok Sarin (DIN: 00016199 and be called as 'appointee') liable to retire by rotation be and is hereby appointed as Executive Chairman of the Company for a period of five years w.e.f. May 30, 2019 on the payment of following remuneration and on the other terms & conditions as may be agreed between the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination & Remuneration Committee of the Board) and the appointee with liberty to the Board of Directors to alter and/or modify the terms and conditions, including remuneration, benefits and perquisites payable/made available to the appointee as it may deem fit and as may be acceptable to Sh. Ashok Sarin.

Basic Salary: Rs. 5,00,000 per month

House Rent Allowance: Rs. 2,50,000 per month

RESOLVED FURTHER THAT in the event of loss, absence or inadequacy of profits of the Company, during the term of the office of Sh. Ashok Sarin, the remuneration as mentioned shall be paid to him as minimum remuneration.

RESOLVED FURTHER THAT as Executive Chairman, Shri Ashok 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 Executive Chairman and such re-appointment as Director shall not be deemed to constitute a break in his appointment as an Executive Chairman.

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 and to give effect to this resolution."

ITEM NO. 05: Approval of Re-appointment and payment of remuneration of Sh. Amit Sarin (DIN: 00015837) as a Whole Time Director designated as Director and Chief Executive Officer (CEO)-Real Estate Division of 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 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 in accordance with the provisions of Regulation 17 (6) and other applicable provisions if any, of SEBI (LODR) Regulations, 2015 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 and based on the recommendation of Nomination & Remuneration Committee, the Company hereby approves the re-appointment of Sh. Amit Sarin (DIN: 00015837 and be called as "appointee") liable to retire by rotation as a Whole Time Director designated as 'Director & CEO-Real Estate Division' of the Company for a period of 5 (Five) years with effect from 09th July, 2019 on the payment of following remuneration and on the other terms & conditions as may be agreed between the Board of Directors (hereinafter referred to as "the

Board” which term shall be deemed to include the Nomination & Remuneration Committee of the Board) and the appointee with liberty to the Board of Directors to alter and/or modify the terms and conditions, including remuneration, benefits and perquisites payable/made available to the appointee as it may deem fit and as may be acceptable to Sh. Amit Sarin:

Basic Salary: Rs. 5,00,000 per month

House Rent Allowance: Rs. 2,50,000 per month

RESOLVED FURTHER THAT in the event of loss, absence or inadequacy of profits of the Company, during the term of the office of Sh. Amit Sarin, the remuneration as mentioned shall be paid to him as minimum remuneration.

RESOLVED FURTHER THAT as a Director & CEO- Real Estate Division, 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- Real Estate Division and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Director & CEO- Real Estate Division.

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 and to give effect to this resolution.”

Item No. 06: Approval for the appointment and payment of remuneration of Sh. Amar Sarin as a Whole Time Director & Chief Executive Officer (CEO)- Project Division of 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 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 in accordance with the provisions of Regulation 17 (6) and other applicable provisions if any, of SEBI (LODR) Regulations, 2015 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 and based on the recommendation of Nomination & Remuneration Committee, Sh. Amar Sarin (DIN: 00015937 and be called as ‘appointee’) liable to retire by rotation be and is hereby appointed as Whole Time Director Designated as ‘Director & CEO – Project Division’ of the Company for a period of 5 (five) years with effect from May 30, 2019 on the payment of following remuneration and on the other terms & conditions as may be agreed between the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination & Remuneration Committee of the Board) and the appointee with liberty to the Board of Directors to alter and/or modify the terms and conditions, including remuneration, benefits and perquisites payable/made available to the appointee as it may deem fit and as may be acceptable to Sh. Amar Sarin:

Basic Salary: Rs. 5,00,000 per month

House Rent Allowance: Rs. 2,50,000 per month

RESOLVED FURTHER THAT in the event of loss, absence or inadequacy of profits of the Company, during the term of the office of Sh. Amar Sarin, the remuneration as mentioned shall be paid to him as minimum remuneration.

RESOLVED FURTHER THAT as a Director & CEO- Project Division, Shri Amar 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- Project Division and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Director & CEO- Project Division.

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 and to give effect to this resolution.”

Item No. 07: Approval for the remuneration payable to Sh. Anil Sarin (DIN: 00016152) as the Managing Director of the Company

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

“RESOLVED THAT save as provided in the resolution passed by the shareholders in its Annual General Meeting held on September 29, 2017 for re-appointment and payment of remuneration to Sh. Anil Sarin, Managing Director w.e.f December 31, 2017 and in accordance with the provisions of section 197 read with schedule V of the Companies Act, 2013 and in terms of Regulation 17 (6) and other applicable provisions if any, of SEBI (LODR) Regulations, 2015 or any statutory modifications or re-enactment thereof, the Members hereby accords its approval to continue to pay remuneration as mentioned below to Sh. Anil Sarin as already approved by the Members including any modification or variation in the remuneration during his current tenure:

Basic Salary: Rs. 12,00,000 per month

House Rent Allowance: Rs. 6,00,000 per month

Special Allowance: Rs. 1,50,000 per month

Employee’s Contribution to Provident Fund: Rs. 1,44,000 per month

Other Perquisites: Rs. 1,06,000 per month

RESOLVED FURTHER THAT in the event of loss, absence or inadequacy of profits of the Company, during the term of the office of Sh. Anil Sarin, the remuneration so approved earlier shall be paid to him as minimum remuneration including any alteration or variation as provided by the Company from time to time.

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 and to give effect to this resolution.”

Item No. 08: To ratify the remuneration payable to M/S Yogesh Gupta & Associates, Cost Auditors of the company for the financial year ending on March 31, 2020:

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 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of Audit Committee, the remuneration of Rs.75,000/- (Rupees Seventy Five Thousands only) per annum as recommended by Audit Committee and approved by the Board, payable to M/s. Yogesh Gupta & Associates, Cost Accountants, Delhi (Firm Regn. No. 000373), appointed by the Board of Directors of the Company as Cost Auditors to conduct an audit of cost accounting records of the Company as prescribed under Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending on March 31, 2020, be and is hereby ratified and confirmed."

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

Item No. 09: Approval of Material Related Party Transaction with Avarna Projects LLP, a Joint Venture Entity

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and/or any other applicable provisions of the Listing Regulations and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the contract(s)/ arrangement(s)/ transaction(s) entered with Avarna Projects LLP, a Joint Venture entity (hereinafter referred to as 'JV') with Birla Estates Private Limited, for transfer of Project Land to JV amounting to Rs. 380 Crores which shall be recognized as its contribution to the JV as Partner's Loan and on such other terms and conditions as mentioned in the Explanatory Statement and the said contract(s)/ arrangement(s)/ transaction(s) is carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

By order of the Board of Directors
For and on behalf of Anant Raj Limited
Sd/-
Ashok Sarin
Chairman
(DIN: 00016199)

Place: New Delhi

Date: 12.08.2019

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business under Item Nos. 4, 5, 6, 7, 8 and 9 of the accompanying Notice, to be transacted at the 34th Annual General Meeting (AGM), is annexed hereto and forms part of this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
The instrument appointing the proxy (Proxy Form), in order to be effective, must be lodged/deposited, duly completed and signed, at the Registered Office of the Company not less than (48) Forty-Eight Hours before the commencement of the AGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT-11 annexed herewith.
During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.
3. The information regarding particulars of the Directors seeking appointment / re-appointment under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (SS-2) is annexed and forms part of this notice.
The Company has received the requisite consents/ declarations from Directors for seeking appointments / re-appointments under the companies Act-2013 and the rules thereunder.
4. Corporate Members intending to send their authorized representatives to attend the AGM pursuant to section 113 of the Companies Act, 2013 are requested to send a Certified True Copy of the Board Resolution/Power of Attorney together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participant(s) with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to submit their PAN details to the Company or its Share Registrar and Transfer Agents herein after referred as RTA.
6. Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of their names as mentioned in the Register of Members will be entitled to vote.
8. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form SH-13 (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.
9. Pursuant to the provisions of section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e. from **Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive)**.
10. (a) This Notice is being sent to all the members whose name appears as on **Friday, August 16, 2019** 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 the closing time of **Monday, September 23, 2019, being the cut-off date**. Members are eligible to cast vote electronically only if they are holding shares as on that date.
11. The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid to those members whose name appear as:
 - a) Beneficial Owners as at the end of business hours on **Monday, September 23, 2019** on the lists of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) 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 transmission and transposition requests lodged with the Company on or before the closing hours on **Monday, September 23, 2019**.

The dividend on Equity Shares, if declared at the Annual General Meeting, shall be paid on and after Saturday, October 5, 2019 and within a period of 30 days from the date of Annual General Meeting.

12. Pursuant to the provisions of section 124 of the Companies Act, 2013 ('the Act') read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including any statutory modifications/re-enactment(s) /amendments(s) thereof for the time being in force), the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company had, accordingly transferred sum of Rs 7,21,763/- (Rupees Seven Lakhs Twenty One thousand Seven Hundred Sixty Three only) in the unpaid / unclaimed dividend for the year 2010-11 to the Investor Education and Protection Fund (IEPF) established by the Central Government

Further, in compliance with the provisions laid down in IEPF Rules, the Company had sent individual notices and also advertised in the newspapers seeking action from the Members who have not claimed their dividends for seven (7) consecutive years or more. Accordingly, the Company has transferred all corresponding shares for the financial year upto March 31, 2011, on which dividend remained unclaimed for a period of seven (7) years, to the Demat Account of the IEPF. It may please be noted that no claim shall lie against the Company in respect of share (s) transferred to IEPF pursuant to the said Rules.

However, the shareholders are entitled to claim their equity shares including all the corporate benefits accruing on such shares, if any, from the IEPF Authority by submitting an online application in form IEPF-5 and sending a physical copy of the form IEPF-5 duly signed by all the joint shareholders, if any, as per the specimen signature recorded with the Company along with requisite documents enumerated in the form IEPF-5, to the Company's RTA. The rules and form IEPF-5, as prescribed, for claiming back the shares, are available on the website of the IEPF, i.e., on www.iepf.gov.in. It may please be noted that no claim shall lie against the company in respect of shares(s) transferred to IEPF pursuant to the said Rules.

Members who had not claimed the dividends declared for the financial year March 31, 2012, are requested to lodge their claim on or before September 26, 2019 with the company at its Head Office at H-65, Connaught Circus, New Delhi-11001 or to Alankit Assignments Limited, Company's Registrar & Share Transfer Agent at Alankit House, 3E/7, Jhandewalan Extension, New Delhi – 110 055. The Company had sent notices to all such members at their registered address in this regard.

Further all the shareholders who have not claimed their dividends in the last seven (7) consecutive years were notified to claim the same by September 26, 2019. In case valid claim is not received by that date, the company will proceed to transfer the respective shares to the IEPF account in terms of the IEPF Rules. In this regard, the company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. It may please be noted that no claim shall lie against the company in respect of share(s) transferred to IEPF demat account, pursuant to the said rules

The statement containing details of Name, Address, Folio number, Demat Account No. and Number of Shares due for transfer to IEPF demat account is made available on our website www.anantrajlimited.com.

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

The following are the details of the dividends declared by the Company and respective due dates for claim by the Shareholders:

Financial Year	Date of Declaration of Dividend	Last date for Claim
2011-2012	27-09-2012	26-09-2019
2013-2014	30-09-2014	29-09-2021
2014-2015	30-09-2015	29-09-2022
2015-2016	30-09-2016	29-09-2023
2016-2017	29-09-2017	28-09-2024
2017-2018	29-09-2018	28-09-2025

13. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank mandates, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), nominations, power of attorney, contact numbers, change in address and e-mail ids etc to their respective Depository Participants with whom they maintain their demat accounts. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and RTA to provide efficient and better services.
14. Member(s) holding shares in physical form are requested to notify the Company at its head office or Company's Registrar and Transfer Agent (RTA), M/s Alankit Assignments Limited at its office at Alankit House 3 E/7, Jhandewalan Extension, New Delhi-110055; phone 011-42541955 and Email Id: rta@alankit.com of any change in their addresses/Bank Mandates, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), nominations, power of attorney, contact numbers and e-mail ids.
15. Members are hereby informed that Securities and Exchange Board of India (SEBI) has made it mandatory for all the listed companies to make cash payments through electronic payment mode to the investors. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend(s). The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective depository participant of the Members. It is further directed that in case electronic payment is rejected or returned, the Company shall mandatorily print the bank account details of the investor on payment instrument. Members are requested to provide their updated bank account particulars allotted after implementation of CBS to enable the Company to electronically credit dividend directly in their respective bank accounts. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend(s) are requested to write to the Company.
16. 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.
17. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Subsidiary Companies whose Annual Accounts have been consolidated with the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 9.30 A.M. to 1.00 P.M. upto the date of AGM.
18. Electronic copy of the notice and the annual report for the year 2018-19 is being sent to members whose email addresses are registered with the Company/ depository participants for communication purpose unless any member has requested for a hard copy of the same. The members who have not registered their email addresses, physical copies of the same are being sent in the permitted mode.
The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a '**Green Initiative in Corporate Governance**' and allowed companies to share documents with its shareholders through electronic mode. Members are requested to support this Green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.
19. Members are requested to send their queries concerning the financial statements and operations of the Company at least 10 days before the date of AGM to the Company Secretary at its Registered Office/Head office or by sending an email to manojpahwa@anantrajlimited.com so that information can be made available at the meeting.
20. Members holding shares in Physical form, in identical order of names, in more than one folio are requested to send to the Company or Alankit Assignment Limited (RTA), the details of such folio together with the share certificates for consolidating their shareholding in one folio.
21. 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 Participants. 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.
22. Member(s) may also note that the Notice of the Annual General Meeting and the Annual Report for Financial Year 2018-19 is also available on the Company's website www.anantrajlimited.com.
23. Attendance slip and the route map showing directions to reach the venue of the thirty-fourth (34th) Annual General Meeting is enclosed as per the requirements of Secretarial Standard-2 of "General Meetings."

24. **Voting by Members:**

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

- a) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM (Remote E-voting) in the manner provided below during the e-voting period as mentioned herein below.
- b) At the venue of AGM, voting shall be done through Ballot Paper and the members attending the AGM, who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- c) A member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a member casts vote through Remote E-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 amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by Institute of Company Secretaries of India, the Company is pleased to provide the facility to members to exercise their right to vote on resolutions set forth in this notice by electronic means from a place other than venue of the Annual General Meeting (“remote e-voting”). The Company has engaged the services of National Securities Depository Limited (NSDL) in respect of all the business to be transacted at the aforesaid Annual General Meeting of the Company. However, it may be noted that E-voting is optional.

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

A. Instructions/procedure for E-Voting by the members whose email ID’s are registered with the Company/ Depository Participant:

The instructions for remote e-voting are as under:

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

Step 1: Log-in to NSDL e-Voting system at <http://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

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

I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL <http://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

II. Once the home page of e-Voting System is launched. Click on the icon “Login” which is available under ‘Shareholders’ section.

III. A new screen will open. You will have to enter your User ID, Your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

IV. Your User ID details are given below:

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

V Your password details are given below:

a) If you are already registered for e- Voting then you can use your existing password to login and cast your vote.

b) If you are using NSDL e- Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to Change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User Id and your ‘initial password’.

(ii) If your email ID is not registered, your “Initial password” is communicated to you on your postal address.

VI If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

a) Click on “**Forgot User details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

VII After entering your password, tick on agree to “Terms and Conditions” by selecting in the checkbox.

VIII Now, you will have to click on “Login” button.

1. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

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

i After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e- Voting. Then Click on Active Voting Cycles.

ii After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycles is in active status.

- iii Select "EVEN" of company for which you wish to cast your vote. Click on the "EVEN" of the Anant Raj Limited for the voting.
- iv Now you are ready for e-Voting as the Voting page opens.
- v Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- vi Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e other than individuals, HUF NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by email to cspriyajindal@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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
4. If any member has any problem/ query regarding e-voting then he/she may contact the following person:
Name: Mr. A.K. Prashar
Designation: Senior Manager (Secretarial Department)
Address: H-65, Connaught Circus, New Delhi-110001
E-mail id: ak.prashar@anantrajlimited.com
Phone No.:011-43559164
5. The member can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communications(s).

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

a) Members holding shares in either physical or dematerialized form as on **Monday, September 23, 2019** may cast their votes electronically. The remote e-voting period will commence on **Friday, September 27, 2019 (9:00 am) and ends on Sunday, September 29, 2019 (5:00 pm)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Facility of voting through Ballot paper shall be made available at the meeting. Members attending the meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

b) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to vote again at the AGM.

A member can vote either by remote e-voting or at the AGM. In case a member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.

c) The voting rights of the shareholders (for voting through remote e-voting or by Ballot paper at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on cut-off Date. A person whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the cutoff date only shall be entitled to avail the facility of e-voting as well as voting at the AGM.

d) Any person, who acquires shares and become the member of the Company after dispatch of the Notice of AGM and holding shares as on the closing of cut-off date i.e. **September 23, 2019**, may obtain their login / user ID and password for e-voting from National Securities Depository Limited (NSDL) by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot user Details / password" option available on www.evoting.nsdl.com.

e) Ms. Priya Jindal (M. No. A52116) or failing her Mr. Surendra Barnwal (M. No.7979), the Practicing Company Secretaries, have been appointed by the Board of Directors of the Company to act as the Scrutinizer to scrutinize the remote e-voting process as well as voting at AGM, in a fair and transparent manner.

(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 (v) against 'FOR' and 'AGAINST' as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

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

26. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting thereafter unblock the votes cast through remote e-voting in the presence of atleast two persons not in the employment of the Company and shall make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the chairman or a person so authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
27. The results declared along with the Scrutinizer's Report shall displayed on the Notice Board of the Company at its Registered Office and its Head Office and same shall be placed on the Company's website www.anantrajlimited.com 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 BSE Limited and National Stock Exchange of India Limited, the Stock Exchanges, where the equity shares of the Company are listed.
28. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. **Monday, September 30, 2019**.
29. Members/Proxies/authorised representative are requested to bring their duly filled Attendance Slip, which is annexed to the proxy form along with the copy of the Annual Report to the meeting.
30. Members who are yet to provide required particulars for the purpose of maintaining records in the new format of Register of Members pursuant to Section 88(1)(a) of the Company Act, 2013 and Rule 3(1) of the Companies (Management and Administration) Rules, 2014 are requested to intimate following information to the Company's Registrar and Share Transfer Agent, as may be applicable for respective members:
I. E-mail ID; II. Permanent Account Number (PAN) or Corporate Identification Number (CIN); III Father's/ Mother's/Spouse Name; IV. Unique Identification Number (Aadhar No.) V. Occupation; VI. Status; VII. Nationality; VIII. In case member is a minor, name of guardian and date of birth of minor member; IX. Name and address of nominee (in Form SH-13). A form for updation of the additional Details is annexed to the Notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrar and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
31. Relevant details, in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings, in respect of the Director seeking appointment/proposed for re-appointment at this Annual General Meeting are as follows:

Name of the Director	(1) Shri Ashok Sarin	(2) Shri Amit Sarin	(3) Shri Amar Sarin
DIN	00016199	00015837	00015937
Date of Birth	21-07-1941	05-09-1971	02-03-1983
Date of Appointment	19-10-1992	10-07-2009	01-06-2018
Qualification	Graduate	Graduate	BBA Graduate (London)
Experience in Specific Functional Area	More than 50 years of experience in Business of Construction, Infrastructure development & Real Estate.	More than 25 years of experience in the business of Construction, Infrastructure Development, Real Estate, Finance and Administration. Sh. Amit Sarin has effective skills of leadership in relation to Company's strategy and performance as well as high standard of Corporate Governance	More than 13 years of experience in Business Development, Land acquisition and Marketing of Groups Projects.
Other Directorship held in other Companies as on March 31, 2019	1. Anant Raj Agencies Private Limited 2. Anant Raj Farms Private Limited 3. Consortium Holdings Private Limited 4. Echo Buildtech Private Limited 5. Elevator Promoters Private Limited 6. Pasupati Aluminium Limited 7. Rolling Construction Private Limited 8. Sand Storm Buildtech Private Limited 9. Spring View Developers Private Limited 10. Twenty First Developers Private Limited	1. Pasupati Aluminium Limited 2. Anant Raj Power Limited 3. Rolling Construction Private Limited 4. Aakashganga Realty Private Limited 5. Redsea Realty Private Limited 6. Cool Money Café Private Limited 7. Anant Raj Global Limited 8. Town End Properties Private Limited 9. Woodland Promoters Private Limited 10. Anant Raj Agencies Private Limited 11. Gujarat Anant Raj Vidyanagar Limited 12. Echo Properties Private Limited	1. AAA Realty Private Limited 2. Anant Raj Agencies Private Limited 3. Anant Raj Estates Private Limited 4. Anant Raj Power Limited 5. A-Plus Estates Private Limited 6. Delhi Motels Private Limited 7. Grand Park Estates Private Limited 8. Green Line Buildcon Private Limited 9. H B P Estates Private Limited 10. Anant Raj Projects Limited 11. Roseland Buildtech Private Limited 12. Skipper Travels International Private Limited 13. Townsend Promoters Private Limited 14. Tricolor Hotels Limited 15. Anas Buildtech Private Limited 16. Anant Raj Global Limited

	11. Anant Raj Global Limited	13. Spring View Properties Private Limited	
Terms & Conditions of re-appointment	Act as Chairman and Executive Director of the Company, liable to retire by rotation.	Act as promoter and Whole Time Director and CEO- Real Estate Division, liable to retire by rotation.	Act as promoter and Whole Time Director and CEO- Project Division, liable to retire by rotation.
Remuneration last drawn during FY 2018-19	Not Applicable	Rs. 72,00,000 p.a.	Rs. 8,48,000 p.a.
Member/Chairman of Committee of the Board of other Companies on which he is a Director	Audit Committee : Anant Raj Limited (Member) Share Transfer Committee Anant Raj Limited (Chairman)	Member of CSR Committee, Demerger Committee and Finance and Investment committee (Anant Raj Limited)	Member of Demerger Committee (Anant Raj Limited)
Number of shares held in the Company (as at March 31, 2019)	3,14,77,710	43,24,430	2,56,300
Number of Board Meetings attended during the financial year 2018-19	5 (Five)	4 (Four)	4 (Four)
Relation with any other Directors and KMPs of the Company	Shri Ashok Sarin is father of Shri Amit Sarin (Whole time Director & CEO (Real Estate Division) of the Company) and Brother of Shri Anil Sarin (Managing Director) and relative of Sh. Amar Sarin (Whole Time Director & CEO (Project Division))	Son of Shri Ashok Sarin (Executive Chairman) and relative of Shri Anil Sarin (Managing Director), Shri Amar Sarin (Whole Time Director & CEO (Project Division))	Son of Shri Anil Sarin (Managing Director) and relative of Shri Ashok Sarin (Executive Chairman), Shri Amit Sarin (Whole Time Director & CEO (Real Estate Division))

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

Item No. 04: Approval for the Appointment and payment of remuneration of Sh. Ashok Sarin as an Executive Chairman of the Company

Sh. Ashok Sarin (age 78 years) was a non- executive chairman of the Company till May 29, 2019 and the Board of Directors of the Company (the "Board") at its, meeting held on 30th May, 2019, appointed Sh. Ashok Sarin as Executive Chairman for a period of five (5) years with effect from 30th May, 2019 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

The appointment of Sh. Ashok Sarin as an Executive Chairman shall be subject to the approval of the shareholder by passing special resolution in the general meeting in accordance with the provisions of section 196 of the Companies Act, 2013. Thus, it is proposed to seek members' approval by way of special resolution for the appointment of and remuneration payable to Sh. Ashok Sarin, in terms of applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations").

Sh. Ashok Sarin forms part of Promoter group and holds 3,14,77,710 equity shares in the Company. He has rendered more than 50 years of dedicated service in the field of Construction and Development of Real Estate. He has been instrumental in turning around of operations and growth of the Company.

The Company has received from Shri Ashok Sarin (i) consent in writing to act as an Executive Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 (iii) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-2019 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such Authority.

Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India is attached to the Notice.

Except Shri Ashok Sarin, Shri Anil Sarin, Shri Amit Sarin, Shri Amar Sarin, 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.

The Board of the Directors considers that continuance of Shri Ashok Sarin on the Board as an executive Chairman will be beneficial to the Company. The Board accordingly, recommends the Special Resolution as set out at item no. 04 in the accompanying notice for approval of the members of the Company.

Item No. 05: Approval of Re-appointment and payment of remuneration of Sh. Amit Sarin (DIN: 00015837) as a Whole Time Director designated as Director and Chief Executive Officer (CEO)-Real Estate Division of the Company

Sh. Amit Sarin was re-appointed as a Whole Time Director designated as Director and CEO w.e.f 09th July, 2014. The Board of Directors of the

Company (the "Board") had, at its meeting held on 30th May, 2019, re-appointed Sh. Amit Sarin as whole Time Director designated as Director & CEO (Real Estate Division) for a period of five (5) years with effect from 9th July, 2019 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

The re-appointment of Sh. Amit Sarin a whole time director shall be subject to the approval of the shareholder in the general meeting in accordance with the provisions of section 196 of the Companies Act, 2013. Thus, it is proposed to seek members' approval by way of special resolution for the appointment of and remuneration payable to Sh. Amit Sarin, in terms of applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations").

Shri Amit Sarin is a B.com Graduate. He forms part of Promoter group and holds 43,24,430 equity shares in the Company. He has vast experience in the business of construction, infrastructure, development Real Estate, Finance & Administration and has effective skills of leadership in relation to Company's strategy and performance as well as high standard of corporate governance.

The Company has received from Shri Amit Sarin (i) consent in writing to act as an Executive Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 (iii) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-2019 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such Authority.

Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India is attached to the Notice.

Except Shri Ashok Sarin, Shri Anil Sarin, Shri Amit Sarin and Shri Amar Sarin 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.

The Board of the Directors considers that continuance of Shri Amit Sarin on the Board as Director & CEO (Real Estate Division) will be beneficial to the Company. The Board accordingly, recommends the Special Resolution as set out at item no. 05 in the accompanying notice for approval of the members of the Company.

Item No. 06: Approval for the appointment and payment of remuneration of Sh. Amar Sarin as a Whole Time Director & Chief Executive Officer (CEO) - Project Division of the company

Sh. Amar Sarin was appointed as a Non-executive Director liable to retire by rotation w.e.f June 01st, 2018. Further the Board of Directors of the Company (the "Board") in its meeting held on 30th May, 2019, appointed Sh. Amar Sarin as whole Time Director designated as Director & CEO (Project Division) for a period of five (5) years with effect from 30th May, 2019 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

The appointment of Sh. Amar Sarin as a whole time director shall be subject to the approval of the shareholder in the general meeting in accordance with the provisions of section 196 of the Companies Act, 2013. Thus, it is proposed to seek members' approval by way of special resolution for the appointment of and remuneration payable to Sh. Amar Sarin, in terms of applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations").

Shri Amar Sarin is BBA graduate. He forms part of Promoter group and holds 2,56,300 equity shares in the Company. He has been associated with the Company as Chief Operating Officer (COO) Business Development for last 10 years. He has experience of over a decade 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.

The Company has received from Shri Amar Sarin (i) consent in writing to act as an Executive Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 (iii) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-2019 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such Authority.

Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India is attached to the Notice.

Except Shri Ashok Sarin, Shri Anil Sarin, Shri Amit Sarin, Shri Amar Sarin 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.

The Board of the Directors considers that continuance of Shri Amar Sarin as Director & CEO (Project Division) on the Board will be beneficial to the Company. The Board accordingly, recommends the Special resolution as set out under item No. 6 in the accompanying notice for approval of the members.

Item No. 7 Approval for the remuneration payable to Sh. Anil Sarin (DIN: 00016152) as the Managing Director of the company

The Board of Directors informed that the members have already re-appointed Sh. Anil Sarin as a Managing Director w.e.f December 31, 2017 at its Annual General Meeting held on September 29, 2017 on such remuneration as approved in that resolution. The remuneration so approved was within the limits of section 197 of the Companies Act, 2013 and thus, approval of shareholders by way special resolution was not required. However, as per the new amendment under Listing Regulations, 2015 which comes into effect from April 01, 2019 wherein the approval of shareholders is required by way of special resolution in case the remuneration of all executive directors (being promoter or belongs to promoter group) exceeds 5% of net profit of the Company in any financial year and the approval of shareholders shall be valid till the tenure of such directors. Further, this resolution is also being proposed to make the payment of remuneration in excess of 5% of net profit but within the limits of 11% of net profit in any financial year during the tenure of Sh. Anil Sarin.

Except Shri Ashok Sarin, Shri Anil Sarin, Shri Amit Sarin, Shri Amar Sarin, none of the Directors or the Key Managerial Personnel of the Company,