NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 84th Annual General Meeting of the members of Anand Projects Limited will be held at Registered Office of the Company situated at SF 001 & 035, Second Floor, Ansal Fortune Arcade, Sector-18, Noida (U.P.) 201 301 on Thursday, July 18th, 2019 at 9.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements for the year ended as at March 31st, 2019 and the Statement of Profit & Loss for the year ended on that date and the reports of the Directors along with requisite annexure(s) and the Auditors thereon.

2. To appoint a Director in place of Mr. Alok Kumar Gupta (DIN: 06555961), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the approval of the Members at the 84th Annual General Meeting, the Company hereby re-appointed M/s R. S. Dani & Co., Chartered Accountants (ICAI Firm Registration Number 000243C) as Statutory Auditors of the Company to hold office for a further period of 5 (Five) years i.e. from the conclusion of the ensuing AGM till until the conclusion of the 89th Annual General Meeting of the Company to be held in the year 2024, at a remuneration to be determined by the Board of Directors of the Company, as Auditor and for other professional services rendered by them as may be mutually agreed between the Company and the Auditor along with reimbursement of travelling and other out of pocket expenses as may be incurred by them during the course of the Audit."

SPECIAL BUSINESS:

3. **Confirmation of Remuneration paid to Mr. Alok Kumar Gupta (Din: 06555961) as Whole Time Director ("WTD") of the Company**

To consider, and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203(1)(i) and Schedule V of the Companies Act, 2013 and other applicable provisions as required under the said Act including rules, schedules and/or Chapter (as applicable), and all guidelines for managerial remuneration issued by the Central Government from time to time, and based on the recommendation of Nomination and Remuneration Committee, the consent of the Shareholders be and is hereby accorded for the re-appointment of Mr. Alok Kumar Gupta (DIN: 06555961), as the Whole Time Director in the category of Key Managerial Personnel ("KMP") of the Company for a further period of three years i.e. April 30, 2019 to April 29, 2022 on the terms and conditions as mentioned below:-

S. No.	PARTICULARS		AMOUNT(s) (Monthly)
1.	Salary (Basic)		1,53,770
2.	Perquisites (including allowances)		
	(a)	Special Allowance	1,55,256
	(b)	House Rent Allowance	30,754
	(c)	Leave Travel Allowance	12,814
	(d)	Child Education Allowance	200
	(e)	Gratuity	7,393
	(f)	Employer PF Contribution	18,453
	(g)	Residence Telephone Reimbursement	1,500
	(h)	Food Coupons	3,500
	(i)	Car Rental	65,400
	TOTAL		**4,49,040**
3.	The perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at cost.		

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide the remuneration (salary and perquisites) payable to Mr. Alok Kumar Gupta (DIN: 06555961), within the overall limit mentioned in the respective provisions of the Companies Act, 2013 read with respective rules, notification and all guidelines for managerial remuneration issued by the CG from time to time and framed as per the Policy of the Company, in this regard.

RESOLVED FURTHER THAT where in any financial year, the Company has no profit or inadequate profit, the remuneration as decided by Board from time to time, shall be paid to Mr. Alok Kumar Gupta (DIN: 06555961) as minimum remuneration within the overall limit mentioned in the respective provisions of the Companies Act, 2013 read with respective rules, notification & all guidelines for managerial remuneration issued by the Central Government from time to time and framed as per the Policy of the Company, in this regard with the approval of the Central Government, if required.

RESOLVED FURTHER THAT Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters & things as may be considered necessary, proper or desirable to give effect to this resolution."

NOTES:-

1. **A member entitled to attend and vote at the annual general meeting and is entitled to appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member of the company. The proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate of not more that 10% of the share capacity of the company. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**

2. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend on their behalf at the Meeting.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

4. The Register of Members and Share Transfer Register of the Company will remain closed from Monday July 15th, 2019 to Thursday, July 18th, 2019 (both days inclusive).

5. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).

6. 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 card numbers/copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Adroit Corporate Services Pvt. Ltd.

7. Members are requested to send all communication relating to shares including requests for transfer, change of address, change of status, change of mandate, Bank Account details to our Registrar and Share Transfer Agents: Adroit Corporate Services Private Limited having their office at 19/20, Jaferbhoy Industrial Estates, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059, Tel. No.: 022 – 2859 4060/6060

8. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 (corresponding to Section 109A of the Companies Act, 1956). Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH. 13 duly filled in to Adroit Corporate Services Private Limited at the above mentioned address or the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

9. As per the Companies Act, 2013 and rules made thereunder all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the RTA/Depositories. The physical copies of the annual report will also be available at our registered office in Noida for inspection during office hours.

10. Members are also requested to register/update their email addresses, contacts details and other information(s) as per KYC norms, with the depository participant (in case of shares held in dematerialized form) or with Company / Adroit Corporate Services Private Limited, Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).

11. Electronic copy of the Annual Report for FY 2018-19 is being sent to all the members whose email IDs are registered with the Company/RTA/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, a physical copy of the annual report for FY 2018-19 is being sent in the permitted mode.

12. Electronic copy of the Notice of the 84th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/RTA/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of 84th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13. Process and manner for members opting for e-voting are as under:

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of CDSL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this AGM.

The voting period begins on Monday, July 15th, 2019 (9.00 a.m. IST) and ends on Wednesday, July 17th, 2019 (5.00 p.m. IST). During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of Thursday, July 11th, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The instructions for members for voting electronically are as under:-

I	**IN CASE OF MEMBERS RECEIVING E-MAIL**
i	Log on to the e-voting website www.evotingindia.com
ii	**Click on "Shareholders" tab**
iii	Now, select the "**ANAND PROJECTS LIMITED**" from the drop down menu and click on "SUBMIT"
iv	Now Enter your User ID For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company.
v	Next enter the Image Verification as displayed and Click on Login.
vi	If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii	**If you are a first time user follow the steps given below:**	
		For Members holding shares in Demat Form and Physical Form
	PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with
	DOB#	Enter the #Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
	Dividend Bank Details#	Enter the #Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.
viii	**After entering these details appropriately, click on "SUBMIT" tab**	
ix	Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential	
x	For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.	
xi	**Click on the EVSN for the relevant <**ANAND PROJECTS LIMITED**> on which you choose to vote**	
xii	**On the voting page, you will see** "RESOLUTION DESCRIPTION" **and against the same the option** "YES/NO" **for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution**	
xiii	Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.	
xiv	After selecting the resolution you have decided to vote on, click on **"SUBMIT".** A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK",** else to change your vote, click on **"CANCEL"** and accordingly modify your vote.	
xv	**Once you** "CONFIRM" **your vote on the resolution, you will not be allowed to modify your vote**	
xvi	You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page	
xvii	If Demat account holder has forgotten the changed password then Enter the	

	User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
xviii	**Note for Non – Individual Shareholders and Custodians:-** Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
II	**IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY**
i	User ID and initial password is provided in the admission slip for the AGM.
ii	Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
III	**GENERAL INFORMATION**
i	Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
ii	Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Thursday, July 11th, 2019.
iii	Remote e-voting right cannot be exercised by a proxy.
iv	The voting period begins on Monday July 15th, 2019 (9.00 a.m. IST) and ends on Wednesday, July 17th, 2019 (5.00 p.m. IST).
v	During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 11th day of July, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
vi	In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
vii	Mr. Amit Kansal (FCS-8914), Practicing Company Secretary has been appointed as Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
viii	Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
ix	The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.

x	The Results declared along with the report of the Scrutinizer would be placed on the website of the Company www.anandprojects.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results would also be immediately forwarded to the BSE Limited, Mumbai.

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

Place: **Noida**
Dated: **May 30th, 2019**

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

Sd/-
Surendra Kumar Sharma
(Company Secretary)

STATEMENT SETTING OUT THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED UNDER ITEM NOS. 3 OF THE ACCOMPANYING NOTICE

Item No. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders, Central Government and other authorities, as may be applicable, at its meeting held on April 30, 2019 had unanimously approved re-appointment of Mr. Alok Kumar Gupta (DIN: 06555961) as Whole Time Director in the category of Key Managerial Personnel ("KMP") of the Company for an another further period of 3 (Three) years effective from April 30, 2019, on the terms and conditions as set out in the resolution.

As per the provisions of Section 196,197, 198, 203(1)(i) and Schedule V of the Companies Act, 2013, the appointment of Whole Time Director and remuneration payable to him requires the approval of the shareholders in General Meeting by way of a special resolution.

Disclosures as required by Schedule V Part II Section II – Paragraph 1(B):-

(I) GENERAL INFORMATION:

(1) Nature of Industry- Engineering, Procurement & Construction (EPC) Contractor for erection of power plants.

(2) Date or expected date of Commencement of Commercial operation- Certificate of Incorporation dated December 05, 1936.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus- N.A.

(4) Financial Performance:-

(₹ in Lakh)

Financial Parameters	2014-15	2015-16	2016-17	2017-18	2018-19
Turnover	18,761.525	47,150.716	10,045.704	2932.875	554.608
Other Income	1537.139	955.322	668.206	551.382	538.923
Net Profit as computed u/s 197 of the Companies Act, 2013					
Net Profit as per profit & loss A/c (Before Tax) **(May be considered as net profit u/s 197)**	2191.494	2892.938	693.087	509.310	730.839
Net Profit as per profit & loss A/c (After Tax)	1448.786	1880.801	456.404	337.254	527.448

Amount of dividend paid	-	-	-	-	-
Rate of dividend paid	-	-	-	-	-

(5) Export Performance and net foreign exchange collaborations- The Company is not engaged in export business. It does not have any foreign collaboration.

(6) Foreign investments or collaborators, if any- NA

(II) INFORMATION ABOUT THE APPOINTEE:

(1) Background Details- Mr. Alok Gupta (DIN: 06555961), an Indian National, aged 52 years, is a qualified Chartered Accountant.

(2) Past Remuneration- His last drawn gross salary was Rs 43,85,770/- (Rupees Forty Three Lakhs Eighty Five Thousand Seven Hundred Seventy Only) per annum.

(3) Recognition or Awards- None

(4) Job profile and its suitability- Subject to the superintendence, direction and control of the Board, the day to day management and administration of the Company is vested in the Whole Time Director. Considering the educational qualifications and experience of Mr. Alok Kumar Gupta, his appointment on the Board as Whole Time Director in the category of Key Managerial Personnel ("KMP") of the Company would help the Company for future growth and expansion.

(5) Remuneration Proposed- as set in the resolution for the item no. 3.

(6) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the Country of Origin)- Taking into consideration the size of the Company, the profile of Mr. Alok Kumar Gupta, the responsibilities shouldered by him, the aforesaid remuneration package are commensurate with the remuneration package paid to managerial position in other companies.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any- Besides the remuneration being paid to him as the Whole Time Director, he does not have any other pecuniary relationship with the Company or any other managerial personnel.

(III) OTHER INFORMATION:

i) Reasons of loss or inadequate profits: N.A
ii) Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measureable terms: N.A
iii) Expected increase in productivity and profits in measurable terms: N.A

Accordingly, the Board recommends the Special Resolution set out at Item No. 3 of the Notice, for approval by the Members.

Mr. Alok Kumar Gupta (DIN: 06555961) is interested in the Resolution mentioned at the Item No.5 of the Notice with regard to approval of his appointment and remuneration. Save as aforesaid, none of the other Directors / Key managerial personnel / relatives of the Directors or Key managerial personnel of the Company, may be deemed to be concerned or interested financially or otherwise in the said resolution.

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

Place: **Noida**
Dated: **May 30, 2019**

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

Sd/-
Surendra Kumar Sharma
(Company Secretary)