

Anant Raj Limited

(Formerly Anant Raj Industries Limited)

CIN : L45400HR1985PLC021622

Head Off: H-65, Connaught Circus, New Delhi-110 001

Tel: 011-43034400, 23324127, 23323880 Fax: 011-43582879

E-mail: info@anantrajlimited.com Website: www.anantrajlimited.com

Regd. Office: CP-1, Sector-8, IMT Manesar, Haryana-122051

Tel: (0124) 4265816



ARL/CS/12880

September 04, 2018

<p>The Manager Listing Department The Bombay Stock Exchange Limited, Phiroze Jee Jee Bhoy Towers, Dalal Street, Mumbai – 400001</p> <p>Scrip code: ANANTRAJ 515055</p>	<p>The Secretary, The National Stock Exchange of India Limited, “Exchange Plaza”, 5th Floor, Plot No. C/1, G-Block, Bandra – Kurla Complex, Bandra (E), Mumbai-400051</p> <p>Scrip code: ANANTRAJ EQ</p>
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Subject: Notice of 33rd Annual General Meeting

Dear Sir,

Please find enclosed herewith a copy of Notice dated August 29, 2018 of 33rd Annual General Meeting (AGM) of the Company scheduled to be held as on Saturday, September 29, 2018 at 10:30 A.M. at the Registered office of the Company at Plot No.CP-1, Sector-8, IMT Manesar, Gurgaon, Haryana-122051 to transact the Ordinary and Special Businesses as set out in the said Notice.

This is for your kind information and record please.

Thanking You,

For Anant Raj Limited

Manoj Pahwa
(Company Secretary)
A-7812



ANANT RAJ LIMITED

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

Registered office: Plot No. CP-1, Sector-8, IMT Manesar, Gurugram, 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 Third (33rd)** Annual General Meeting (**AGM**) of the Members of Anant Raj Limited ("**the Company**") will be held on **Saturday, September 29, 2018 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, 2018

To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon.

Item No. 02: Declaration of Dividend for the financial year ended March 31, 2018.

To declare dividend @ 12 % (Re. 0.24 per share of Rs. 2/- each) on equity shares for the financial year ended March 31, 2018.

SPECIAL BUSINESS:

Item No. 03: Approval for the Appointment of Shri Amar Sarin (DIN: 00015937) as a Non - Executive Director

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161(1) and any other applicable provisions of Companies Act, 2013 and read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendments(s) or re-enactments thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee, Shri Amar Sarin (DIN: 00015937) who was appointed as Non-Executive Additional Director with effect from 01st June, 2018 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who hold office upto the date of this Annual General Meeting (AGM) and who being eligible for appointment and having consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for office of Director, be and is hereby appointed as a Director and would act as a Non-Executive Director of the Company, liable to retire by rotation.

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

Item No. 04: Approval for the Appointment of Mrs. Chanda Sachdev (DIN: 00133217) as a Non - Executive Director

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

"RESOLVED THAT pursuant to the provisions of Section, 152 and 161(1) and any other applicable provisions of Companies Act, 2013 and read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendments(s) or re-enactments thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee, Mrs. Chanda Sachdev (DIN: 00133217) who was appointed as Non-Executive Additional Director with effect from 01st June, 2018 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who hold office upto the date of this Annual General Meeting (AGM) and who being eligible for appointment and having consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing her candidature for office of Director, be and is hereby appointed as a Director and would act as a non-executive director of the Company, liable to retire by rotation.

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

Item No. 05: Approval for the Appointment of Ms. Sushmaa Chhabra (DIN: 01727941) as an Independent Woman Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 read with schedule IV and any other applicable provisions of Companies Act, 2013 and read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendments(s) or re-enactments thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee, Ms. Sushmaa Chhabra (DIN: 01727941) who was appointed as Non-Executive Additional Director designated as Independent Woman Director with effect from 01st June, 2018 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who hold office upto the date of this Annual General Meeting (AGM) and who being eligible for appointment and having consented to act as Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing her candidature for office of Independent Director, be and is hereby appointed as an Independent Director for a tenure of 5 consecutive years i.e. upto 31st May, 2023 and her office shall not be liable to retire by rotation.

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

Item No. 06: To Approve the Increase in Borrowing Limits 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 supersession of the earlier resolution passed by the members of the Company at the 32nd Annual General Meeting held on 29th September, 2017, in this behalf and pursuant to the provisions of Section 180 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with rules made thereunder (including any statutory modification(s) or re-enactment 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 power 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 and whether 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 limits as provided in Section 180 (1) (c) of ("the Act") provided however that the total amount upto which monies to be borrowed by the Board of Directors and/or the committee of Directors and money already borrowed shall not, at any time, exceed the sum of Rs. 2,750 Crores (Rupees Two Thousand Seven 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."

Item No. 07: To Ratify the Remuneration payable to M/s Yogesh Gupta & Associates, Cost Auditors of the Company for the Financial Year ending on March 31, 2019:

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, 2019, 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 (incl. filing of forms) and take all steps as may be necessary, proper expedient, to give effect to the resolution."

ITEM NO. 08: Approval for the Re-Appointment of Sh. Ashok Sarin (DIN: 00016199) as a Non-Executive Director

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

"RESOLVED THAT Shri Ashok Sarin (DIN:00016199) be and is hereby re-appointed as a Non Executive Director of the Company liable to retire by rotation and that pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Shri Ashok Sarin during his tenure of re-appointment as a Non-Executive Director of the Company, liable to retire by rotation."

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."

**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: August 29, 2018**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business under Item Nos. 3,4, 5, 6, 7, and 8 of the accompanying Notice, to be transacted at the 33rd Annual General Meeting (AGM), 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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy, in order to be effective, must be 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% 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.

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 requiring disclosure in terms of Regulation 36 of Securities and Exchange Board of India (Listing obligation and Disclosure requirements) Regulations, 2015 and secretarial standards on General meetings issued by the Institute of Company Secretaries of India (SS-2) is annexed.

The Company has received the consents/ declarations for their appointments / re-appointments under the companies Act-2013 and the rules thereunder.

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. Members/ proxies/ authorized representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ folio No.
6. 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.
7. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e. **from Saturday, September 22, 2018 to Saturday, September 29, 2018 (both days inclusive).**
8. (a) This Notice is being sent to all the members whose name appears as on **Friday, August 31, 2018** 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 Friday, **September 21, 2018, being the cut-off date**. Members are eligible to cast vote, either electronically or physically, only if they are holding shares as on that date.

9. 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:
- Beneficial Owners as at the end of business hours on **Friday, September 21, 2018** on the lists of Beneficial Owners to be furnished by National Securities Depository Limited(NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form; and
 - 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 the closing hours on **Friday, September 21, 2018**.

The dividend on Equity Shares, if declared at the Annual General Meeting, shall be paid on and after Thursday, October 4, 2018 and within a period of 30 days from the date of declaration at the Annual General Meeting.

10. 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 protection fund (IEPF) established by the Central Government. The Company had , accordingly transferred a sum of Rs 716,991/- (Rupees Seven Lakhs Sixteen thousand Nine Hundred Ninety One) in the unpaid / unclaimed dividend for the year 2009-10 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Further attention of the members is drawn to the provisions of Section 124(6) of the Act which require a Company to transfer in the name of IEPF Authority all shares in respect of which Dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of transfer to Unpaid Dividend Account of the Company.

Accordingly, the company had transferred all corresponding shares for the financial year upto March 31,2010 on which dividend remained unclaimed for a period of seven (7) consecutive 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.

In accordance with the aforesaid provisions of the Act read with the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended from time to time, the Company has already initiated necessary action for transfer of unpaid or unclaimed Dividend & all shares in respect of which dividend declared for the financial year 2010-11. Members are advised to visit the website of the Company www.anantrajlimited.com to ascertain details of Shares liable for transfer in the name of IEPF Authority. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link www.mca.gov.in

Members who have not yet encashed their Dividend warrant(s) for the Financial year ended 31st March, 2011 and for any subsequent financial year are requested to make their claims to the Company at its head office and Registrar & Transfer Agent (RTA) without any delay, to avoid transfer of their Dividend/ Shares to the Fund/ IEPF Authority. No claim shall be entertained against the Company for the amount so transferred. Members may note that the dividend and shares transferred to IEPF can be claimed by the concerned shareholder from IEPF Authority after Complying the procedure prescribed under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 in the form IEPF-5(available on iepf.gov.in) along with the requisite fees decided by the IEPF Authority from time to time. The Member/ Claimant can file only one Consolidated claim in the financial year as per the IEPF Rules.

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
2010-2011	25-08-2011	24-08-2018
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

Pursuant to Section 124 of the Companies Act,2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, and in order to help the members to ascertain the status of Unclaimed Dividends, the Company has uploaded statements containing the names, last known addresses and unpaid/ unclaimed dividend to be paid to each person (lying with the Company in the unpaid dividend accounts), on the website of the Company i.e www.anantrajlimited.com, as also on the website of Ministry of Corporate Affairs (www.mca.gov.in).

11. 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.

12. Member(s) holding shares in physical form are requested to notify any change in their addresses/Bank Mandates to 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 at 3E/7, Jhandewalan Extension, New Delhi-110055 phone: 011-42541955 and Email ID- rta@alankit.com.
13. 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.
14. 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.
15. Electronic copy of the notice and the Annual report for the year 2017-18 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.

16. Members are requested to send their queries at least 10 days before the date of meeting to the Company Secretary (manojpahwa@anantrajlimited.com) of the Company at its Head office so that information can be made available at the meeting.
17. Members holding shares in Physical form, in identical order of names, in more than one folio are requested to send to the Company and Registrar & Transfer Agent, Alankit Assignment Limited (RTA), the details of such folio together with the share certificates for consolidating their shareholding in one folio.
18. The Equity shares of the Company are traded compulsorily under dematerialized form. Members are therefore advised to dematerialize their shareholding to avoid inconvenience in trading in the Shares of the Company.

Further, SEBI vide Securities and Exchange Board of India (Listing Obligations And Disclosure Requirement) (Fourth Amendment) Regulations, 2018 dated 8th June, 2018 provides that, with effect from 4th December, 2018 except in case of transmission and transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository". Shareholders are advised to note the above and dematerialize their shareholding to avoid inconvenience in trading of shares of the Company.

19. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, 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.

20. **UPDATION OF SHAREHOLDER'S INFORMATION**

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 Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Share Registrars and Transfer Agents.

Further the Securities and Exchange Board of India vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated to collect copy of PAN, and Bank account details of all securities holders holding securities in physical form. As stated in above circular, Company has sent first letter to all the shareholders holding physical securities under registered post. Members holding shares in physical form can submit their PAN and Bank details to the Company / Registrar and Share Transfer Agents, M/s. Alankit Assignments Limited. Members holding shares in demat form are requested to submit PAN details to the Depository Participants with whom they have demat accounts. A form for updation of the additional Details is annexed to the notice.

21. 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 modes to the investors. 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.
22. 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 Participant 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.

23. Member(s) may also note that the Notice of the Meeting and the Annual Report for Financial Year 2017-18 is also available on the Company's website www.anantrajlimited.com.
24. A route map showing directions to reach the venue of the thirty-third (33rd) Annual General Meeting is enclosed as per the requirements of Secretarial Standard-2 on "General Meetings."

25. **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 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 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 process and manner 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 on 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 cspryajindal@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 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

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

- a) 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.
- b) Members holding shares in either physical or dematerialized form as on, Friday September 21, 2018 may cast their votes electronically. The remote e-voting period will commence on **Wednesday, September 26, 2018 (9:00 am) and ends on Friday, September 28, 2018 (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.

- c) 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 than the votes cast through remote e voting shall prevail and the votes cast at the AGM shall be considered invalid.

- d) 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 cutoff 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.
- e) 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 21, 2018, 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.
- f) Ms. Priya Jindal, Company Secretary in Practice (A52116) has been appointed by the Board of Directors of the Company as the Scrutinizer for scrutinizing 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 (✓) 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).

27. 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 result of the voting forthwith.
28. 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 the Stock Exchanges, where the equity shares of the Company are listed.
29. 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. Saturday, September 29, 2018.
30. Members/Proxies/authorised representatives are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report to the meeting.
31. 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.
32. 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); 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.
33. In Compliance with the provisions of Sections 139 and other applicable provisions of the Companies Act, 2013 and the

Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) / re-enactment (s)/ amendment(s) thereof, for the time being in the force), M/s Vinod Kumar Bindal & Co., Chartered Accountants (Firm Regn. No.-003820N) were appointed as the Statutory Auditors of the Company at the Thirty Second(32nd) Annual General Meeting of the Company held on 29th September, 2017 for a term of five years commencing from conclusion of thirty second(32nd) Annual General Meeting to the conclusion of thirty seventh Annual General Meeting of the Company. The requirement to place the matter relating to the appointment of Auditors for attestation by members at every Annual General Meeting is done away with vide Notification dated May 7, 2018 issued by the Ministry of Corporate Affairs- New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors.

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

Item No. 03: Approval for the Appointment of Shri Amar Sarin (DIN: 00015937) as a Non Executive Director

Shri Amar Sarin (DIN: 00015937) was appointed as an Non-executive Additional Director of the Company with effect from 01st June, 2018 by the Board of Directors on the basis of recommendation of Nomination & Remuneration Committee. In terms of Section 161 of Companies Act, 2013, Shri Amar Sarin holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director, liable to retire by rotation. Pursuant to Section 160 of the Act, the Company has received notice from a member proposing candidature of Sh. Amar Sarin for the office of Director of the Company.

The Company has received from Shri Amar Sarin (i) consent in writing to act as 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.

Shri Amar Sarin is BBA graduate, London. He forms part of Promoter group and holds 256,300 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.

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.

The Board of the Directors considers that continuance of Shri Amar Sarin on the Board will be beneficial to the Company and recommends the resolution set out under item No. 3 for approval of the members.

Except Shri Ashok Sarin, Shri Anil Sarin, Shri Amit Sarin, Shri Amar Sarin and Mrs. Chanda Sachdev 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. 03 of this notice for approval of the members of the Company.

Item No. 04: Approval for the Appointment of Mrs. Chanda Sachdev (DIN: 00133217) as a Non Executive Director

Mrs. Chanda Sachdev (DIN: 00133217) was appointed as an Additional Director of the Company with effect from 01st June, 2018 by the Board of Directors on the basis of recommendation of Nomination and remuneration committee. In terms of Section 161 of Companies Act, 2013, Mrs. Chanda Sachdev holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director, liable to retire by rotation. Pursuant to Section 160 of the Act, the Company has received notice from a member proposing candidature of Mrs. Chanda Sachdev for the office of Director of the Company.

The Company has received from Mrs. Chanda Sachdev (i) consent in writing to act as 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 she is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.

She is the Part of Promoter group and holds 25,18,500 equity shares in the Company. She is related to family which has rich experience in real estate sector, she has effective skills of leadership. Her experience & valuable guidance would be of immense help to the Company.

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.

The Board of the Directors and Nomination & Remuneration Committee consider that continuance of Mrs. Chanda Sachdev on the Board will be beneficial to the Company and recommends the resolution set out under item No. 4 for approval of the members.

Except Shri Ashok Sarin, Shri Anil Sarin, Shri Amit Sarin, Shri Amar Sarin and Mrs. Chanda Sachdev 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. 04 of this notice for approval of the members of the Company.

Item No. 05: Approval for the Appointment of Ms. Sushmaa Chhabra (DIN: 01727941) as an Independent Woman Director

Ms. Sushmaa Chhabra (DIN: 01727941) was appointed as an Additional Director designated as Independent Woman Director of the Company for the term of five years with effect from 01st June, 2018 by the Board of Directors on basis of recommendation of Nomination & Remuneration committee.

Pursuant to her appointment as an Independent Director, the Board of Directors has issued a copy of letter of appointment setting out the terms and conditions as per schedule IV of the Companies Act, 2013 and is available for inspection by the members of the Company at the Registered office and head office of the Company without any fee during the normal working hours on all working days up to the date of AGM and also at the meeting and the said letter is also available on the website of the Company.

In terms of Section 161 of Companies Act, 2013, Ms. Sushmaa Chhabra holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Independent Director. In this regard company has received a Notice in writing from a member of company proposing candidature of Ms. Sushmaa Chhabra for appointment as Independent Director of the Company for the term of five years in accordance with the provision of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Company has received from Mrs. Sushmaa Chhabra (i) consent in writing to act as 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 she is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.(iii)The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Ms. Sushmaa Chhabra has held positions as Company Secretary in various prestigious groups and has wide experience in Company Affairs. Ms. Sushmaa Chhabra has also served as Head-Listing Department at the Delhi Stock Exchange. She has wide experience of more than 26 years in Corporate Consultancy.

The resolution seeks the approval of members for the appointment of Ms. Sushmaa Chhabra as an Independent Director of the Company for a term upto 31st May, 2023 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Ms. Sushmaa Chhabra, the independent director proposed to be appointed, fulfils the conditions specified in the Act and the rules made thereunder and she is independent of the Management.

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.

The Board of the Directors considers that continuance of Ms. Sushmaa Chhabra on the Board will be beneficial to the Company and recommends the resolution set out under item No. 5 for approval of the members.

Except Ms. Sushmaa Chhabra, 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: To Approve the increase in borrowing limits of the Company

In terms of the provisions of Section 180 (1) (c) of the Companies Act, 2013, which were made effective from September 12, 2013, the Board of Directors of the Company are 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 members of the Company, vide special resolution passed at the Thirty second (32nd) annual general meeting, had approved the borrowing limits of Rs. 1950 crores (Rupees One thousand nine hundred fifty crores) under sec 180(1) (c) of the Companies act 2013, and further for the business operations and future growth of the Company, the Board desires to raise the said limit to Rs 2,750 Crores (Rupees Two Thousand Seven Hundred Fifty Crores only), subject to the approval of members in ensuing Annual General Meeting for the calendar year 2018.

Hence, 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. 2,750 Crores (Rupees Two Thousand Seven Hundred Fifty Crores only) exclusive of interest.

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 being sought to empower the Board of Directors of the company to borrow money in excess of the limits as

mentioned in that Section but the total borrowings shall not breach 2,750 Crores (Rupees Two Thousand Seven Hundred Fifty Crores only) exclusive of interest at any point of time.

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: To Approve the Remuneration payable to M/s Yogesh Gupta & Associates, Cost Auditor of the Company for the Financial Year ending on March 31, 2019:

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. Yogesh Gupta & Associates, Cost Accountants, Delhi (Firm Regn. No. 000373) as Cost Auditors of the Company to audit the cost accounting records of the Company for the financial year 2018-19 at a remuneration of Rs 75,000/- p.a (Rupees Seventy Five Thousand only) plus applicable taxes 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. Yogesh Gupta & 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 09:30 A.M. to 01:00 P.M. on all working days upto the date of the AGM and shall also be available at the meeting.

The Remuneration, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the shareholders of the Company, as per the requirements of the Companies (Audit and Auditors) Rules, 2014, read with Section 148 (3) of the Companies Act, 2013.

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: Approval for the Re-Appointment of Sh. Ashok Sarin (DIN: 00016199) as a Non-executive Director of the Company

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). According to the new provisions, a person who has attained the age of seventy five years can continue directorship in a listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders by way of a special resolution. The said provision shall come into effect from April 1, 2019.

In accordance with the provisions of the Companies Act, Shri Ashok Sarin is liable to retire as a non-executive Director at this AGM. He is eligible for re-appointment. Shri Ashok Sarin has already attained the age of seventy five years and as such he would be able to continue his directorship in the Company after the abovementioned effective date of amendment of Listing Regulations if the Company has obtained the approval of its Members by way of a special resolution.

Sh. Ashok Sarin is associated with the company since inception and has over fifty years of experience in Construction and Development of Real Estate. He has been instrumental in turning around of operations and growth of the Company.

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.

Considering the role played by Shri Ashok Sarin in the growth of Company and in order to reap the benefits of his continuous guidance, the Board recommends the re-appointment of Shri Ashok Sarin as a nonexecutive Director liable to retire by rotation and also continuation of his directorship during the tenure of such re-appointment by passing a special resolution as set out at Item No.08 of this Notice.

Except Shri Ashok Sarin, Shri Anil Sarin, Shri Amit Sarin, Shri Amar Sarin and Mrs. Chanda Sachdev 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. 08 of this notice for the approval of the members of the Company.

**By the order of the Board of Directors
For and on behalf of Anant Raj Limited**

Sd/-

**Place: New Delhi
Date: August 29, 2018**

**Ashok Sarin
Chairman
DIN: 00016199**

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 Amar Sarin	(2) Mrs. Chanda Sachdev	(3) Ms. Sushmaa Chhabra	(4) Shri Ashok Sarin
DIN	00015937	00133217	01727941	00016199
Date of Birth	02/03/1983	13/07/1955	02/05/1958	21/07/1941
Date of Appointment	01-06-2018	01-06-2018	01-06-2018	19-10- 1992
Qualification	BBA Graduate London	Graduate	Company Secretary	Graduate
Experience in Specific Functional Area	More than 10 years in Business Development, Land acquisition and Marketing of Groups Projects.	Good experience in real estate sector. She is related to family which is engaged in real estate business.	More than 26 years in Corporate Consultancy and has wide experience in Company affairs	More than 49 years in business of Construction, Infrastructure Development & Real Estate.
Other Directorship held in other Companies as on March 31, 2018	1.AAA Realty Private Ltd. 2.Aakashganga Realty Private Limited 3.Anant Raj Agencies Private Limited 4.Anant Raj Estates Private Limited 5.Anant Raj Power Ltd. 6.A-Plus Estates Private Limited 7.Delhi Motels Private Ltd. 8.Grand Park Estates Private Limited 9.Green Retreat and Motels Private Limited 10.Greenline Buildcon Private Limited 11.H B P Estates Private Limited 12.Anant Raj Projects Limited 13.Redsea Realty Private Limited 14.Roseland Buildtech Private Limited 15.Skipper Travels International Private Limited 16.Townsend Promoters Private Limited 17.Tricolor Hotels Limited 18.Anas Buildtech Private Limited	None	None	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 Ltd 11. Anant Raj Global Limited

Nomination Form
[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies
(Share Capital and Debentures) Rules 2014]

To
Anant Raj Limited
 Plot No. CP-1, Sector-8
 IMT Manesar, Gurgaon,
 Haryana- 122002

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	Nature of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S -

- (a) Name:
- (b) Date of Birth:
- © Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR -

- (a) Date of Birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name:
 Address:

Name of the Security Holder (s)

Signature
 Witness with name and address

(4) PARTICULAR OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY:

- (a) Name:
- (b) Date of Birth:
- (c) Father/Mother's/Spouse's Name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) Email ID:
- (h) Relationship with the security holder:
- (i) Relationship with the minor nominee:

Name:
 Address:

Name of the Security Holder (s)

Signature
 Witness with name and address

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: 011-41540070 Fax: 011-43559111

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

FORM NO. MGT-11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	L45400HR1985PLC021622
Name of the Company	Anant Raj Limited
Registered Office	Plot No. CP-1, Sector-8, IMT Manesar, Gurgaon, Haryana-122051

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
Member's Folio No. /	
DP-ID-Client ID :	

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

- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him/her.
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him/her.
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ as my/our proxy.

to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Third (33rd) Annual General Meeting (AGM) of the Company, to be held on Saturday, September 29, 2018 at 10.30 a.m. at the Registered Office of the Company at Plot No. CP-1, Sector-8, IMT Manesar, Gurgaon, Haryana-122051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolutions	Vote (optional, see the note)	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon.		

Res. No.	Resolutions	Vote (optional, see the note)	
		For	Against
2.	To declare dividend on equity shares of the Company for the financial year ended March 31, 2018		
Special Business			
3.	Approval for the Appointment of Shri Amar Sarin (DIN: 00015937), as a Non – Executive Director.		
4.	Approval for the Appointment of Mrs. Chanda Sachdev (DIN: 00133217), as a Non – Executive Director.		
5.	Approval for the Appointment of Ms. Sushmaa Chhabra (DIN: 01727941), as an Independent Woman Director.		
6.	To Approve the increase in borrowing limits of the Company		
7.	To Ratify the Remuneration payable to M/s Yogesh Gupta & Associates (Firm Registration No. 000373), Cost Auditors of the Company for the Financial Year ending on March 31, 2019:		
8.	Approval for the Re-appointment of Sh. Ashok Sarin (DIN: 00016199) as a Non-Executive Director.		

Signed this _____ day of _____ of 2018.

Signature of the Shareholder : _____

Signature of the Proxy holder(s) _____

**Affix
Revenue
Stamp of
Rs. 1/-**

Note :

1.This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2.It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as He/She may deem appropriate.

To,
Anant Raj Limited (Formerly known as Anant Raj Industries Limited)
Registered Office: Plot No. CP-1, Sector-8, IMT Manesar, Gurgaon-122051, Haryana

UPDATION OF SHAREHOLDER INFORMATION

Folio No.		CIN/ Registration No.	
Name of the First named Shareholder		(Applicable to Corporate Shareholder)	
Aadhaar			
PAN **		Tel No. with STD Code	
		Mobile No.	
		Email ID	

*The Information is also required Vide SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018. **Self attested copy of the documents enclosed

Bank Details

IFSC: (11 Digit)		Bank A/c No.*	
MICR: (9 Digit)		Name of the Bank	
Bank A/c Type		Bank Branch Address	

A blank cancelled cheque is enclosed to enable verification of bank details

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company / Registrar and Share Transfer Agent responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No. / Beneficiary account.

Date:

Place:

Signature of Shareholder



ANANT RAJ LIMITED

(Formerly known as Anant Raj Industries Limited)

(CIN : L45400HR1985PLC021622)

Regd. Office : Plot No. CP-1, Sector-8, IMT Manesar, Gurgaon-122051, Haryana, Telefax : (0124) 4265817
Head Office : H-65, Connaught Circus, New Delhi- 110001, Ph. : 011-43559100, 43559153, 43559164, 43034409
E-mail : manojpahwa@anantrajlimited.com Website : www.anantrajlimited.com

ATTENDANCE SLIP

Registered Folio/
DP ID & Client ID:

Name & Address of
Sole / First Shareholder :

Name(s) of Joint
Shareholder :

No. of Shares held :

I/we hereby record my/our presence at the Thirty Third (33rd) Annual General Meeting (AGM) of Anant Raj Limited on Saturday, September 29, 2018, at 10.30 a.m. at the Registered Office of the Company at Plot No. CP-1, Sector-8, IMT Manesar, Gurgaon, Haryana -122051.

Signature of the Shareholder(s) _____

Signature of Proxy holder _____

Notes : Shareholders attending meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of meeting hall.

----- TEAR HERE-----

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

The remote e-voting facility will be available during the following voting period:

Commencement of e-voting	September 26, 2018 at 09:00 a.m.
End of e-voting	September 28, 2018 at 05:00 p.m.

Notes :

- 1) The cut-off date (i.e. the record date) for the purpose of e-voting is 21st September, 2018.
- 2) Please read the note 25(I) to the Notice of the 33rd Annual General Meeting carefully before voting electronically.