

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

Telefax : (0124) 4265817



ARL/CS/13092

March 25, 2021

<p>The Manager Listing Department The BSE Limited, Phiroze Jee Jee Bhoy Towers, Dalal Street, Mumbai – 400001</p> <p>Scrip code: 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>
---	--

Subject: Notice of the Extra-Ordinary General Meeting (“EGM”) of Anant Raj Limited

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable provisions, please find enclosed herewith a copy of the Notice for convening the Extra-Ordinary General Meeting (“EGM”) of the members of the Company to be held on Wednesday, April 21, 2021 at 09:30 a.m. at Plot No. CP-1, Sector-8, IMT Manesar, Gurugram, Haryana-122051.

The Notice of EGM is also available on the Company’s website at www.anantrajlimited.com.

Kindly take the same on records.

Thanking You,

For **Anant Raj Limited**




Manoj Pahwa
Company Secretary
A7812

Encl: As above



ANANT RAJ 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, 43034426, Fax: 011-43582879

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an EXTRA-ORDINARY GENERAL MEETING ("EGM") of the Members of Anant Raj Limited will be held on Wednesday, April 21, 2021 at 9.30A.M. at Plot No. CP-1, Sector-8, IMT Manesar, Gurugram, Haryana-122051 to transact the following Special Business:

SPECIAL BUSINESSES:

- ISSUANCE OF 2,90,00,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO 'PROMOTER' AND 'NON-PROMOTER' CATEGORY

To consider and, if thought fit, to give Assent / Dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Foreign Exchange Management Act, 1999 read with Foreign Exchange Management (Non Debt Instrument) Rules, 2019 subject to FDI Policy and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis 2,90,00,000 Fully Convertible Warrants ("Warrants"), at an issue price of Rs. 56.35/- per warrant or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations as on the Relevant Date, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Rs. 2/- each, for cash and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below-mentioned persons belonging to the 'Promoter & Promoter Group' and 'Non-promoter' category, in the manner as follows:

S. No.	Name of proposed allottee	Category	No. of Warrants to be issued
1.	Anekvarna Estate LLP	Promoter & Promoter Group	1,45,00,000
2.	Genesis Grand General Trading LLC	Non-Promoter	1,45,00,000
	Total		2,90,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be March 22, 2021, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Wednesday, April 21, 2021.

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- Each Warrant held by the Proposed Allottee(s) shall entitle such allottee(s) to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the "Warrant Exercise Period").
- The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
- Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- Warrants shall be issued and allotted by the Company only in dematerialized form.
- The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- The Warrants by itself unconverted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 2/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Board of Directors and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allotment of such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Equity, Warrants, application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

2. APPOINTMENT OF SH. AMIT SARIN (DIN: 00015837), THE CURRENT WHOLE TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER, AS MANAGING DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Act"), in accordance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and pursuant to Articles of Association of the Company and recommendation of Nomination and Remuneration Committee & approval of Audit Committee and other statutory authority(ies), if applicable, consent of the members be and is hereby accorded to appoint Sh. Amit Sarin (DIN: 00015837), existing Whole-Time Director and CEO of the Company as Managing Director of the Company, for the term of 5 years w.e.f. January 1, 2021, liable to retire by rotation, on such terms and conditions as provided in this resolution and explanatory statement thereto.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Act and in accordance with the applicable provisions of SEBI (LODR) Regulations, 2015, upon the recommendation of Nomination and Remuneration Committee & approval of Audit Committee, the approval of members of the Company be and is hereby accorded to fix the remuneration of Sh. Amit Sarin (DIN: 00015837) as Managing Director for the period of 3 years w.e.f. January 1, 2021 as detailed below:

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

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

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

3. APPOINTMENT OF SH. AMAN SARIN (DIN: 00015887), THE CURRENT CHIEF OPERATING OFFICER, AS A WHOLE TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder (including any statutory modification(s) or amendments(s) or re-enactments thereof for the time being in force) ("the Act") and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), the provisions of the Articles of Association of the Company and upon the recommendation of Nomination and Remuneration Committee and approval of Audit Committee, Sh. Aman Sarin (DIN: 00015887) who was appointed as an Additional Director and designated as a Whole-Time Director & Chief Executive Officer (CEO) by the Board of Directors of the Company at their meeting held on January 01, 2021 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who hold office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Act, and in accordance with the applicable provisions of SEBI (LODR) Regulations, 2015 and pursuant to Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee & approval of Audit Committee and other statutory authority(ies), if applicable, consent of members be and is hereby accorded for appointment of Sh. Aman Sarin (DIN: 00015887), as Whole-Time Director and CEO of the Company for the term of 5 years w.e.f. January 1, 2021, on such terms and conditions as provided in this resolution and explanatory statement thereto.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Act and in accordance with the applicable provisions of SEBI (LODR) Regulations, 2015, upon the recommendation of Nomination and Remuneration Committee & approval of Audit Committee, the approval of members of the Company be and is hereby accorded to fix the remuneration of Sh. Aman Sarin (DIN: 00015887) as Whole-Time Director and CEO for the period of 3 years w.e.f. January 1, 2021 upto a maximum of Rs. 7,50,000/- (Rupees seven lakh fifty thousand only) as detailed below:

Basic Salary: Rs. 3,50,000/- per month

House Rent Allowance: Rs. 1,75,000/- per month (50% of Basic Salary)

Special Allowance: Rs. 75,000/- per month

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

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

RESOLVED FURTHER THAT as a Director & CEO, Sh. Aman Sarin, shall be liable to retire by rotation under section 152 of the Companies Act, 2013, (including

any statutory modifications or re-enactments thereof) however, if re-appointed as a Director immediately on re-employment by rotation, he shall continue to hold his office as Director & CEO and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Director & CEO.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

4. APPOINTMENT OF SH. ASHIM SARIN (DIN: 00291515), THE CURRENT CHIEF OPERATING OFFICER, AS A WHOLE TIME DIRECTOR AND CHIEF OPERATING OFFICER (COO) OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or amendments(s) or re-enactments thereof for the time being in force) ("the Act") and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), the provisions of the Articles of Association of the Company and upon the recommendation of Nomination and Remuneration Committee and approval of Audit Committee, Sh. Ashim Sarin (DIN: 00291515) who was appointed as an Additional Director and designated as a Whole-Time Director & Chief Operating Officer (COO) by the Board of Directors of the Company at their meeting held on January 01, 2021 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Act, and in accordance with the applicable provisions of SEBI (LODR) Regulations, 2015 and pursuant to Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee and approval of Audit Committee and other statutory authority(ies), if applicable, consent of members be and is hereby accorded for appointment of Sh. Ashim Sarin (DIN: 00291515), as Whole-time Director and Chief Operating Officer of the Company for the term of 5 years w.e.f. January 1, 2021, on such terms and conditions as provided in this resolution and explanatory statement thereto.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Act and in accordance with the applicable provisions of SEBI (LODR) Regulations, 2015, upon the recommendation of Nomination and Remuneration Committee & approval of Audit Committee, the approval of members of the Company be and is hereby accorded to fix the remuneration of Sh. Ashim Sarin (DIN: 00291515) as Whole-Time Director and Chief Operating Officer for the period of 3 years w.e.f. January 1, 2021 upto a maximum of Rs. 7,50,000/- (Rupees seven lakh fifty thousand only) as detailed below.

Basic Salary: Rs. 3,50,000/- per month

House Rent Allowance: Rs. 1,75,000/- per month (50% of Basic Salary)

Special Allowance: Rs. 75,000/- per month

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

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

5. APPOINTMENT OF SH. RAJESH TUTEJA (DIN: 08952755) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or amendments(s) or re-enactments thereof for the time being in force) ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rajesh Tuteja (DIN: 08952755), who was appointed as an Additional Director (Independent Category) on January 1, 2021, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company.

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions and laws, consent of the members be and is hereby accorded, for appointment of Sh. Rajesh Tuteja (DIN: 08952755) as Independent Director on the Board of the Company, for a period of 5 (five) consecutive years w.e.f. January 1, 2021 and his office shall not be liable to be determined by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized jointly/severally to sign and execute all such documents and papers (including but not limited to appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

6. TO APPROVE THE APPOINTMENT OF MRS. KULPREET SONI (DIN: 08952751) AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or amendments(s) or re-enactments thereof for the time being in force) ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Kulpreet Soni (DIN: 08952751), who was appointed as an Additional Director (Independent Category) on January 25, 2021, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including

any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions and laws, consent of the members be and is hereby accorded, for appointment of Mrs. Kulpreet Sond (DIN: 08952751) as Independent Woman Director on the Board of the Company, for a period of 5 (five) consecutive years w.e.f. January 25, 2021 and her office shall not be liable to be determined by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized jointly/severally to sign and execute all such documents and papers (including but not limited to appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

By Order of the Board of Directors
For Anant Raj Limited

Sd/-
Manoj Pahwa
Company Secretary
Membership No.: A7812

Place: New Delhi
Date: March 19, 2021

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business asset set out in Notice forms part of this notice.
2. *A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.*
The instrument appointing the proxy (Proxy Form), in order to be effective, must be lodged/deposited, duly completed and signed, at the Registered Office of the Company not less than (48) Forty-Eight Hours before the commencement of the EGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT-11 annexed herewith.
During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.
3. Corporate Members intending to send their authorized representatives to attend the EGM pursuant to section 113 of the Companies Act, 2013 are requested to send a Certified True Copy of the Board Resolution/Power of Attorney together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the EGM.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participant(s) with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to submit their PAN details to the Company or to its Share Registrars and Transfer Agents.
5. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.
In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent for assistance in this regard.
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. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form SH-13 to the Company/RTA in case shares are held in physical form and to their respective depository participant, if held in electronic form.
8. (a) This Notice is being sent to all the members whose name appears as on Friday, March 12, 2021 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 Wednesday, April 14, 2021, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
(c) 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 cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the EGM.
(d) A person who is not a member as on cut-off date shall treat this notice for information purpose.
9. To prevent fraudulent transactions, Shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any Shareholder as soon as possible. Shareholders are also advised to not leave their Demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
10. Member(s) holding shares in physical form are requested to notify the Company at its head office or Company's Registrar and Transfer Agent (RTA), M/s Alankit Assignments Limited at its office at Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055; phone 011-42541955 and Email Id: rta@alankit.com of any change in their addresses/Bank Mandates, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), nominations, power of attorney, contact numbers and e-mail ids.
11. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank mandates, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), nominations, power of attorney, contact numbers, change in address and e-mail addresses to their respective Depository Participants with whom they are maintaining their demat accounts. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and RTA to provide efficient and better services.
12. Relevant documents referred to in the accompanying Notice 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 EGM and shall be available at the venue of EGM.

13. Electronic copy of this notice 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.
14. 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.
15. Members are requested to send their queries at least 10 days before the date of EGM to the Company Secretary at its Registered Office/Head Office or by sending an email to manojpahwa@anantrajilimited.com so that information can be made available at the meeting.
16. Members holding shares in Physical form, in identical order of names, in more than one folio are requested to send to the Company or Alankit Assignments Limited (RTA), the details of such folio together with the share certificates for consolidating their shareholding in one folio.
17. Members who have not registered their email addresses with the Company can now register the same by submitting the request letter in this respect to the Company/Registrar & Share Transfer Agent, M/s Alankit Assignments Limited. Members holding shares in demat form are requested to register their email address with their depository participant(s) only.
18. Member(s) may also note that, this Notice of the EGM will be available on the website of the Company at www.anantrajilimited.com, on the website of BSE Limited at www.bseindia.com and on the website of NSE at www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com.
19. Attendance slip, proxy form and the route map showing directions to reach the venue of the Extra-Ordinary General Meeting are enclosed herewith.
20. Voting by Members

The voting for the agenda items 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 EGM (Remote E-voting) in the manner provided below during the e-voting period as mentioned herein below.
- b) At the venue of EGM, voting shall be done through Ballot Paper and the members attending the EGM, who have not cast their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- c) A member may participate in the EGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the EGM. If a member casts vote through Remote E-vote and also at the EGM, then voting done through Remote E-voting shall prevail and voting done at the EGM shall be treated as invalid.

(I) Voting through Electronic means

In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by Institute of Company Secretaries of India, the Company is pleased to provide the facility to members to exercise their right to vote on resolutions set forth in this notice by electronic means from a place other than venue of the Extra-Ordinary 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 Extra-Ordinary General Meeting of the Company.

Members holding shares in either physical or dematerialized form as on the cut-off date may cast their votes electronically. The remote e-voting period will commence on Sunday, April 18, 2021 (9:00 a.m.) and end on Tuesday, April 20, 2021 (5:00 p.m.). The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

The instructions for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below.

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

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

Details on Step 1 are mentioned below.

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

- I Visit the e-Voting website of NSDL. Open web browser by typing the following URL <http://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- II Once the home page of e-Voting System is launched. Click on the icon "Login" which is available under 'Shareholders' section.
- III A news 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 <http://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e services a screen 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 DPID followed by 8 Digit Client ID For example, if your DPID 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:
- If you are already registered for e-Voting then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - 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.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- VII After entering your password, click on agree to "Terms and Conditions" by selecting in the checkbox.
- VIII Now, you will have to click on "Login" button.
- 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?
 - 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.
 - 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.
 - Select "EVEN" of company for which you wish to cast your vote. Click on the "EVEN" of the Anant Raj Limited for the voting.
 - Now you are ready for e-Voting as the Voting page opens.
 - 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.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders
- 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 a certified 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.
 - 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.
 - 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.: - +91 22 24994600/24994738, Toll Free no. 1800222990
Email ID: evoting@nsdl.co.in
 - If any member has any problem/query regarding e-voting then he/she may contact the following person:
Name: Mr. A.K. Prashar
Designation: Senior Manager (Secretarial Department)
Address: H-65, Connaught Circus, New Delhi-110001
E-mail id: ak.prashar@anantrajlimited.com
Phone No.: 011-43034400, 43034426
 - The member can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communications(s).
- (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 EGM on the date of EGM. The voting at the venue of the EGM shall be done through the ballot papers and members attending the EGM shall be able to exercise their voting right at the meeting through ballot paper. After the agenda items have been discussed, the chairman will instruct the scrutinizer to initiate the process of voting on all resolutions through ballot papers. The ballot paper/s will be issued to the shareholders/proxy holders/authorised representatives present at the EGM. 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).
- General Instructions/information for members for voting on the Resolutions
 - Any person, who acquires shares and become the member of the Company after dispatch of the Notice of EGM and holding shares as on the closing of cut-

o date i.e. April 14, 2021, 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.

- ii. Ms. Priya Jindal (Membership No. A52116), the Practising Company Secretary, has been appointed by the Board of Directors of the Company to act as the Scrutinizer to scrutinize the remote e-voting process as well as voting at EGM, in a fair and transparent manner.
22. The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast at the meeting there after unblock the votes cast through remote e-voting in the presence of at least two persons not in the employment of the Company and shall make, not later than 48 hours of conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any and submit the same to the chairman or a person so authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
23. The results declared along with the Scrutinizer's Report shall be 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.anantrajilimited.com and on the website of NSDL immediately after the results are declared by the Chairman or a person authorised by him and the same shall also be simultaneously communicated to BSE Limited and National Stock Exchange of India Limited, the Stock Exchanges, where the equity shares of the Company are listed.
24. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Extra-Ordinary General Meeting i.e. April 21, 2021.
25. Members/Proxies/authorised representative are requested to bring their duly filled Attendance Slip/Proxy Form.
- Details of Directors in accordance with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations and Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking appointment are as follows: -

Name	Sh. Amit Sarin (DIN: 00015837)	Sh. Aman Sarin (DIN: 00015887)	Sh. Ashim Sarin (DIN: 00291515)	Sh. Rajesh Tuteja (DIN: 08952755)	Mrs. Kulpreet Sond (DIN: 08952751)
Date of Birth	05/09/1971	24/09/1973	02/01/1976	01/09/1960	08/11/1974
Age (in years)	49	47	45	60	46
Profile	As per the columns given below				
Nature of his/her expertise in specific functional areas	He has vast experience in the business of construction, infrastructure, development Real Estate, Finance & Administration and has effective skills of leadership in relation to Company's strategy and performance as well as high standard of corporate governance.	He has been credited for setting up internal system of the Company in Sales and Marketing, Land Acquisition and Operations Management. He has been actively involved in land acquisition there by building a Strong pipeline of projects in the Company.	Expertise in managing the construction and development of business, including operations of IT parks, Office Buildings, Hospitality and other development projects	Business Consultancy and Income Tax	Academic activities and has been a faculty member of Board of Studies of various Universities in Punjab and Founder of Yashkul Creation-Fusion of Imagination and Creation.
Date of first appointment on the Board	10/07/2009	01/01/2021	01/01/2021	01/01/2021	25/01/2021
Qualifications	Graduate	Graduate	MBA	Member of the Institute of Chartered Accountants of India (CA) Member of the Institute of Company Secretaries of India (CS) LLB B.COM	M.A (Fine Arts) UGC NET-Visual Arts BA (HONS.)- Psychology
Experience	More than 26 years of experience in the business of construction,	Over 2 decades of experience in construction, development and	Over 2 decades of experience in construction and development	He has over 30 years of experience in administrative capacity for managing	She has over 22 years of Academic experience and has been a faculty member of Board of

	Infrastructure, Development, Real Estate, Finance and Administration.	business of real estate.	business.	Income Tax as well as Investment and Intelligence.	Studies of various Universities in Punjab and Founder of Yashkul Creations-Fusion of Imagination and Creation.
Terms and conditions of appointment	Act as Managing Director of the Company, liable to retire by rotation	Act as Whole Time Director and CEO of the Company, liable to retire by rotation	Act as Whole Time Director and Chief Operating Officer of the Company, liable to retire by rotation	Act as Non-Executive-Independent Director of the Company w.e.f. January 01, 2021, for consecutive term of 5 years.	Act as Non-Executive-Independent Woman Director of the Company w.e.f. January 25, 2021, for consecutive term of 5 years.
Details of remuneration sought to be paid	Basic Salary: Rs. 5,00,000 per month House Rent Allowance: Rs. 2,50,000 per month	Basic Salary: Rs. 3,50,000 per month House Rent Allowance: Rs. 1,75,000 per month (50% of Basic Salary) Special Allowance: 75,000 per month (The Bonus and other benefits as per Company's rules)	Basic Salary: Rs. 3,50,000 per month House Rent Allowance: Rs. 1,75,000 per month (50% of Basic Salary) Special Allowance: 75,000 per month (The Bonus and other benefits as per Company's rules)	Signing fees and Commission, if any, at such rate as may be approved by the Board	Signing fees and Commission, if any, at such rate as may be approved by the Board
Last drawn remuneration, if applicable	Rs. 87,00,000 (during FY 2019-20)	Rs. 50,88,000 (during FY 2019-20)	Rs. 50,88,000 (during FY 2019-20)	N.A.	N.A.
Shareholding in the Company held either himself or on a beneficial basis for any other persons	NIL as on date	NIL as on date	NIL as on date	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Sh. Ashok Sarin (Executive Chairman) & Brother of Sh. Aman Sarin and Sh. Ashim Sarin	Son of Sh. Ashok Sarin (Executive Chairman) & Brother of Sh. Amit Sarin and Sh. Ashim Sarin	Son of Sh. Ashok Sarin (Executive Chairman) & Brother of Sh. Amit Sarin and Sh. Aman Sarin	Not related with any other Director	Not related with any other Director
The number of Meetings of the Board attended during the year	10	3	3	1	2
Directorship held in other companies as on date	1. Pasupa Aluminium Limited 2. Rolling Construction Private Limited 3. Aakashganga Realty Private Limited 4. Cool money café Private Limited 5. Woodland promoters Private Limited 6. Echo Properties Private Limited 7. Gujarat Anant Raj	1. AAA Realty Private Limited 2. CCC Realty Private Limited 3. Anant Raj Property Management Private Limited 4. Cool Money Café Private Limited 5. Townsend Promoters Private Limited 6. Blue Star Realty Private Limited 7. Anant Raj Housing	1. Rolling Construction Private Limited 2. Novel Housing Private Limited 3. Elevator Buildtech Private Limited 4. Elevator Realtors Private Limited 5. Anant Raj Housing Limited 6. Skipper Travels International Private Limited 7. Anant Raj	NIL	NIL

	Vidyanagar Limited	Limited 8. Gujarat Anant Raj Vidyanagar Limited	Infrastructure Private Limited 8. Anant Raj Cons. & Development Private Limited 9. Vibrant Buildmart Private Limited 10.HBP Estates Private Limited		
Membership/Chairmanship of Committees of other Companies as on date	Anant Raj Limited- Chairman of Finance & Investment Committee and Member of Stakeholder Relationship Committee, Corporate Social Responsibility Committee and Share Transfer Committee NIL in any other Company	Anant Raj Limited- Chairman of Share Transfer Committee and Member of Finance & Investment Committee NIL in any other Company	NIL	Anant Raj Limited- Member of Nomination and Remuneration Committee. NIL in any other Company	NIL

By Order of the Board of Directors
For Anant Raj Limited

Sd/-
Manoj Pahwa
Company Secretary
Membership No.: A7812

Place: New Delhi
Date: March 19, 2021

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

The following Statement sets out all material facts relating to the Ordinary/Special Resolutions mentioned in the accompanying Notice:

Item No. 1: Issuance of 2,90,00,000 Fully Convertible Warrants on Preferential Basis to the persons belonging to 'Promoter' and 'Non-Promoter' Category

The Special Resolution contained in Item No. 1 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot 2,90,00,000 Fully Convertible Warrants at an issue price of Rs. 56.35/- per share warrant or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations to the persons belonging to 'Promoter & Promoter Group' and 'Non-Promoter' category in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on March 3, 2021.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR) Regulations are set forth below:

I. Objects of the Issue:

The infusion of capital shall be utilized to fund the Company's new vertical of Data Centres to be set-up in the IT Parks built by the Company situated in Manesar, Panchkula and Rai in the State of Haryana.

The Company will set up and transform approx. 3 million sq. ft. of space in these IT Parks into Tier III & Tier IV Data Centres. The first phase envisaged 25 megawatts in Manesar, out of which work has already been commenced on 8 megawatts. The same will be operational in the next 12 months. The technical and financial feasibility has already been completed.

II. Particulars of the offer including the maximum number of specified securities to be issued:

Preferential issue of 2,90,00,000 Fully Convertible Warrants, convertible into equivalent number of Equity Shares, to the Proposed Allottees for an aggregate amount up to Rs. 163,41,50,000/-.

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company, except M/s. Anekvama Estate LLP, have any intention to subscribe to the offer.

IV. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre issue Shareholding Structure		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants) #	
	No. of Shares	%age		No. of Shares	%age
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	19,19,20,008	65.04		19,19,20,008	59.22
(b) Bodies Corporate	0	0	1,45,00,000	1,45,00,000	4.47
Sub Total (A)(1)	19,19,20,008	65.04	1,45,00,000	20,64,20,008	63.69
(2) Foreign promoters	0	0		0	0
Total Promoter shareholding A=A1+A2	19,19,20,008	65.04	1,45,00,000	20,64,20,008	63.69
(B) Public Shareholding					
B1) Institutional Investors	2,43,91,637	8.27	1,45,00,000	3,88,91,637	12.00
B2) Central Govt. / Stat Govt. / POI	0	0		0	0.00
B3) Non-Institutional Investors	0	0		0	0
Individuals	5,57,21,282	18.88		5,57,21,282	17.19
Body Corporate	1,03,95,463	3.52		1,03,95,463	3.21
Others (Including NRI)	1,26,67,945	4.29		1,26,67,945	3.91
Total Public Shareholding B=B1+B2+B3	10,31,76,327	34.96	1,45,00,000	11,76,76,327	36.31
C) Non-Promoter - Non-Public	0	0		0	0
Grand Total (A+B+C)	29,50,96,335	100	2,90,00,000	32,40,96,335	100

#Post shareholding structure may change depending upon any other corporate action in between.

V. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, preferential allotment of said Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 1. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VI. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

Identity of the Proposed Warrant Allottee(s) and the percentage of post preferential issue capital that may be held by them:

Name of Proposed Allotees	Pre issue Shareholding Structure		No. Of Warrants To be Allotted	Post Issue Shareholding (Presuming full conversion of Warrants)#		Name of ultimate beneficial owners
No. of Shares	%			No. of Shares	%	
Anekvarna Estate LLP	NIL	NA	1,45,00,000	1,45,00,000	4.47	1. Mrs. Jayanti Sarin 2. Mrs. Monica Sarin 3. Mrs. Nidhi Sarin
Genesis Grand General Trading LLC	NIL	NA	1,45,00,000	1,45,00,000	4.47	1. Fatima Ismail Ahmad Alfamarzi

#Post shareholding structure may change depending upon any other corporate action in between

VII. Consequential Changes in the Voting Rights and Change in Management:

As a result of the proposed preferential issue of Warrants and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

VIII. Lock-in Period:

- The Warrants and the Equity Shares to be allotted upon conversion of warrants, shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allotees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

IX. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as March 22, 2021 for the purpose of computation of issue price of the said Warrants.

The Equity Shares of the Company are listed on both National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and are frequently traded thereat. Accordingly, the minimum issue price will be calculated on the basis of trading at NSE, being the Exchange with higher trading volume in terms of the pricing formula prescribed under Regulation 164 of SEBI ICDR Regulations.

X. Undertakings:

- None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

XI. Auditor's Certificate:

The certificate from M/s Vinod Kumar Bindal & Co., Chartered Accountant (Firm Reg. No. 003820N), being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate is available at the website of the Company, till the date of the EGM.

XII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

Except Sh. Ashok Sarin, Sh. Amit Sarin, Sh. Aman Sarin, Sh. Ashim Sarin and their relatives, none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution.

The Board of Directors recommends the resolutions as set out in Item No. 1 of this notice for the issue of Warrants, on a preferential basis, to the persons belonging to the promoter and non-promoter category by way of Special Resolution.

Electronic copy of all documents referred above will be available for inspection by members in electronic mode at the Company's website of the Company till the last date of e-voting.

Item No. : 2 Appointment of Sh. Amit Sarin (DIN: 00015837), the current Whole Time Director and Chief Executive officer, as Managing Director of the Company

The Board of Directors of the Company (the "Board") at its meeting held on January 01, 2021, on the recommendation of Nomination and Remuneration Committee and approval of Audit Committee, subject to the approval of members of the Company appointed Sh. Amit Sarin (DIN: 00015837), the current Whole Time Director and CEO of the Company as Managing Director of the Company for the term of 5 years w.e.f January 1, 2021 and on such terms & conditions as approved by the members of the Company.

Shri Amit Sarin, 49 years, has been in the group since past 30 years. He holds a Bachelor's Degree in Commerce. He has vast experience in the business of construction, infrastructure, development Real Estate, Finance & Administration and has effective skills of leadership in relation to Company's strategy and performance as well as high standard of corporate governance.

The Board of the Directors considers that continuance of Shri Amit Sarin on the Board as Managing Director will be beneficial to the Company.

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

It is also submitted that the outbreak of COVID-19 pandemic has slowed down economies around the world, including India. Lockdowns imposed to slow the spread of the infection have impacted most industries, resulting in a sharp reduction in revenue of the Company. These developments have adversely impacted the profitability of the Company during last quarter of financial year 2019-20 and during the current financial year ending 2020-21. It is likely that the situation of inadequacy of Net Profit will continue for some more time, accordingly, the managerial remuneration payable to Sh. Amit Sarin, Managing Director, during his tenure, may also exceed the limits prescribed u/s 197 of the Act.

In terms of the provisions of Section 197 (as amended), read with Schedule V of the Act, the Company is required to obtain approval of the members by way of special resolution for payment of remuneration to Managerial Personnel in case of no profit/ inadequacy of profit. Further, pursuant to SEBI LODR, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the annual remuneration payable to such Executive Director exceeds Rs.5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company.

Accordingly, there is requirement to seek members' approval by way of special resolution for the appointment of Sh. Amit Sarin as Managing Director of the Company, in terms of applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations").

Considering the above as well as contribution of Shri Amit Sarin to the operations of the Company, the Board recommends the special resolution as set out at Item No. 02 in the accompanying notice for approval of the members of the Company.

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations 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. Furthermore, Disclosure as required in this regard, under Section II of Part II of Schedule V to the Companies Act, 2013 and the Corresponding Rules are also separately attached with this notice.

Except Sh. Ashok Sarin, Sh. Amit Sarin, Sh. Aman Sarin and Sh. Ashim Sarin and their relatives (to the extent of their shareholding in the Company, if any), 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.

Item No. 3 Appointment of Sh. Aman Sarin (DIN: 00015887), the current Chief Operating Officer, as a Whole Time Director and Chief Executive Officer (CEO) of the Company.

The Board of Directors of the Company (the "Board"), at its meeting held on January 01, 2021, on the recommendation of Nomination and Remuneration Committee and approval of Audit Committee, appointed Sh. Aman Sarin (DIN: 00015887) as Additional Director designated as Whole Time Director & CEO for a period of five (5) years with effect from January 01, 2021 on the terms and conditions including remuneration as approved by the members of the Company.

In terms of Section 161 of Companies Act, 2013, Sh. Aman Sarin shall hold office upto the date of ensuing Annual General Meeting.

The appointment of Sh. Aman Sarin as Whole Time Director & CEO is subject to the approval of the shareholder in the extra-ordinary general meeting in accordance with the provisions of section 196 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received notice in writing, from a member u/s 160 of the Act, proposing Sh. Aman Sarin as candidate(s) for the office of director of the Company. Accordingly, this proposal for his appointment as Whole Time Director & CEO at this Extra-ordinary General Meeting is put up.

Sh. Aman Sarin, 47 years, has been in the group since past 27 years. Having Bachelor's Degree in Commerce, Sh. Aman Sarin, has been credited for setting up internal system of the company in Sales & Marketing, Land Acquisition and Operations Management. He is recognized as an Industry leader and has been actively involved in land acquisition there by building a strong pipeline of Projects in the Company.

Sh. Aman Sarin has strong belief that motivated personnel and systems are pivotal to the growth of the company. He has cultivated a strong, efficient & ethical work culture in the Organization.

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

It is also submitted that the outbreak of COVID-19 pandemic has slowed down economies around the world, including India. Lockdowns imposed to slow the spread of the infection have impacted most industries, resulting in a sharp reduction in revenue of the Company. These developments have adversely impacted the profitability of the Company during last quarter of financial year 2019-20 and during the current financial year ending 2020-21. It is likely that the situation of inadequacy of Net Profit will continue for some more time, accordingly, the managerial remuneration payable to Sh. Aman Sarin, Whole Time Director & CEO, during his tenure, may also exceed the limits prescribed u/s 197 of the Act.

In terms of the provisions of Section 197 (as amended), read with Schedule V of the Act, the Company is required to obtain approval of the members by way of special resolution for payment of remuneration to Managerial Personnel in case of no profit/ inadequacy of profit. Further, pursuant to SEBI LODR, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the annual remuneration payable to such Executive Director exceeds Rs.5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company.

Accordingly, there is requirement to seek members' approval by way of special resolution for the appointment of Sh. Aman Sarin as Whole Time Director & CEO of the Company, in terms of applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations").

The Board of the Directors considers that appointment of Sh. Aman Sarin on the Board as Whole Time Director & CEO will be beneficial to the Company.

The Board accordingly, recommends the resolution as set out at Item No. 03 in the accompanying notice for approval of the members of the Company.

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations 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. Furthermore, Disclosure as required in this regard, under Section II of Part II of Schedule V to the Companies Act, 2013 and the Corresponding Rules are also separately attached with this notice.

Except Sh. Ashok Sarin, Sh. Amit Sarin, Sh. Aman Sarin and Sh. Ashim Sarin and their relatives (to the extent of their shareholding in the Company, if any), 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.

Item No. 4 Appointment of Shri Ashim Sarin (DIN:00291515), the current Chief Operating Officer, as a Whole Time Director and Chief Operating Officer (COO) of the Company.

The Board of Directors of the Company (the "Board"), at its meeting held on January 01, 2021, on the recommendation of Nomination and Remuneration Committee and approval of Audit Committee, appointed Sh. Ashim Sarin (DIN: 00291515) as Additional Director designated as Whole Time Director & Chief Operating Officer (COO) for a period of five (5) years with effect from January 1, 2021 on the terms and conditions including remuneration as approved by the members of the Company.

In terms of Section 161 of Companies Act, 2013, Sh. Ashim Sarin shall hold office upto the date of ensuing Annual General Meeting.

The appointment of Sh. Ashim Sarin as Whole-Time Director & COO is subject to the approval of the shareholder in the extra-ordinary general meeting in accordance with the provisions of section 196 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received notice in writing, from a member u/s 160 of the Act, proposing Sh. Ashim Sarin as candidate(s) for the office of director of the Company. Accordingly, this proposal for his appointment as Whole-Time Director & COO at this Extra-ordinary General Meeting is put up.

Sh. Ashim Sarin, aged 45 Years, is associated with the Company for the last 25 years. He holds a Master's degree in Business Administration (MBA) from Switzerland. He manages the Construction and Development of business, including operations of IT Parks, Office Buildings, Hospitality and other Development Projects. He has over two decades of experience in the Construction and Development Business. He has been instrumental in overseeing the construction of various projects and ensuring timely completion of the same. He was instrumental in setting up of Company's IT Parks at Panchkula, Manesar (Gurugram) and RAI (Sonapat). Under his leadership, the Company has developed Hospitality Projects also. Besides Construction he is also responsible for marketing and operations of the projects.

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

It is also submitted that the outbreak of COVID-19 pandemic has slowed down economies around the world, including India. Lockdowns imposed to slow the spread of the infection have impacted most industries, resulting in a sharp reduction in revenue of the Company. These developments have adversely

impacted the profitability of the Company during last quarter of financial year 2019-20 and during the current financial year ending 2020-21. It is likely that the situation of inadequacy of Net Profit will continue for some more time, accordingly, the managerial remuneration payable to Sh. Ashim Sarin, Whole Time Director & COO, during his tenure, may also exceed the limits prescribed u/s 197 of the Act.

In terms of the provisions of Section 197 (as amended), read with Schedule V of the Act, the Company is required to obtain approval of the members by way of special resolution for payment of remuneration to Managerial Personnel in case of no profit/ inadequacy of profit. Further, pursuant to SEBI LODR, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the annual remuneration payable to such Executive Director exceeds Rs.5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company.

Accordingly, there is requirement to seek members' approval by way of special resolution for the appointment of Sh. Ashim Sarin as Whole Time Director & COO of the Company, in terms of applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations").

The Board of the Directors considers that appointment of Sh. Ashim Sarin on the Board as Whole Time Director & COO will be beneficial to the Company.

The Board accordingly, recommends the resolution as set out at Item No. 04 in the accompanying notice for approval of the members of the Company.

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations 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. Furthermore, Disclosure as required in this regard, under Section II of Part II of Schedule V to the Companies Act, 2013 and the Corresponding Rules are also separately attached with this notice.

Except Sh. Ashok Sarin, Sh. Amit Sarin, Sh. Aman Sarin and Sh. Ashim Sarin and their relatives (to the extent of their shareholding in the Company, if any), 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.

Item No. (s) 5 & 6 Appointment of Sh. Rajesh Tuteja (DIN: 08952755) and Mrs. Kulpreet Sond (DIN: 08952751) as an Independent Directors of the Company

Sh. Rajesh Tuteja (DIN: 08952755) and Mrs. Kulpreet Sond (DIN: 08952751) were appointed as an Additional Directors designated as Independent Directors of the Company for the term of five years with effect from January 1, 2021 and January 25, 2021 respectively by the Board of Directors on basis of recommendation of Nomination and Remuneration Committee.

In terms of Section 161 of Companies Act, 2013, Both Directors shall hold office upto the date of ensuing Annual General Meeting.

The Company has also received notice in writing, from a member u/s 160 of the Act, proposing Sh. Rajesh Tuteja (DIN: 08952755) and Mrs. Kulpreet Sond (DIN: 08952751) as candidate(s) for the office of director of the Company. Accordingly, these proposals for appointments at this Extra-ordinary General Meeting are put up.

The concerned Independent Directors have given their consent to act as Independent Directors and declarations to the effect that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, they have confirmed that they are not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board Sh. Rajesh Tuteja and Mrs. Kulpreet Sond are persons of integrity and fulfil the conditions specified in the Act and the Rules made thereunder and are Independent of the Management of the Company.

A copy of respective draft letters of appointment of Independent Director setting out the terms and conditions would be available for inspection for the members at the registered office/corporate office of the Company during the office hours on any working day, except Saturday(s), Sunday(s) and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM and also available on the website of the Company www.anantrajlimited.com

The Board of Directors are of the opinion that appointment of Sh. Rajesh Tuteja and Mrs. Kulpreet Sond as an Independent Directors will benefit the Company considering their expertise & knowledge.

In Compliance with provision of Section 149 read with Schedule IV of the Companies Act, 2013, the resolutions set out in Item Nos. 5 & 6 for the appointment of Independent Directors for a term of five years is placed before members for their approval. The said Independent Directors are not related to any of the directors or key managerial personnel (including relatives of directors or key managerial personnel) of the Company in terms of section 2(77) of the Companies Act, 2013.

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

Except Sh. Rajesh Tuteja and Mrs. Kulpreet Sond and their relatives (to the extent of their shareholding in the Company), none of the Directors, Key Managerial Personnel of the Company, are concerned or interested, financially or otherwise, in the said resolutions.

By Order of the Board of Directors
For Anant Raj Limited

Sd/-
Manoj Pahwa
Company Secretary
Membership No.: A7812

Place: New Delhi
Date: March 19, 2021

ANANT RAJ LIMITED

(CIN: L45400HR1985PLC021622)

Registered Office: Plot No. CP-1, Sector-8, IMT Manesar, Gurugram-122051, Haryana. Telephone: (0124) 4265817

Head Office: H-65, Connaught Circus, New Delhi-110001, Tel: 011-43034400, 43034426, 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, Gurugram, Haryana-122051

Name of the member(s)		E-mail id	
Registered address		Member's Folio No/DP-ID-Client Id	

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

1. Name: _____

E-mail Id: _____

Address: _____ Signature: _____ or failing him/her

2. Name: _____

E-mail Id: _____

Address: _____ Signature: _____ or failing him/her

3. Name: _____

E-mail Id: _____

Address: _____

Signature: _____ as my/our proxy

to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting (EGM) of the Company, to be held on Wednesday, April 21, 2021 at 9:30 A.M. at the Registered Office of the Company at Plot No. CP-1, Sector-8, IMT Manesar, Gurugram, 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
Special Business			
1.	Issuance of 2,90,00,000 Fully Convertible Warrant on Preferential Basis to the persons belonging to 'Promoter' and 'Non-Promoter' Category		
2.	To approve the Appointment of Sh. Amit Sarin (DIN: 00015837), the current Whole Time Director and Chief Executive Officer, as Managing Director of the Company.		
3.	To approve the Appointment of Sh. Aman Sarin (DIN: 00015887), the Current Chief Operating Officer, as a Whole Time Director and Chief Executive Officer (CEO) of the Company.		
4.	To approve the Appointment of Sh. Ashim Sarin (DIN: 00291515), the Current Chief Operating Officer, as a Whole Time Director and Chief Operating Officer (COO) of the Company.		
5.	To approve the Appointment of Sh. Rajesh Tuteja (DIN: 08952755) as an Independent Director of the Company.		
6.	To approve the Appointment of Mrs. Kulpreet Sond (DIN: 08952751) as an Independent Woman Director of the Company.		

Signed this _____ day of _____ of 2021.

Affix
Revenue
Stamp
of Rs. 1/-

Signature of the Shareholder: _____

Signature of the Proxy holder(s) _____

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.

Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the Corresponding Rules, is given hereunder:

I. General Information:

1. Nature of Industry: Real Estate
2. Date or expected date of commencement of commercial production: Not Applicable, since the Company has already commenced the business activity. The Company was incorporated on 30th July, 1985.
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:

Particulars	2019-20 (INR in Cr)	2017-18 (INR in Cr)	2018-19 (INR in Cr)
Total Income	417.60	339.25	455.97
Depreciation	15.95	17.46	18.96
Tax expense	13.05	9.41	18.06
Total Expenses	361.27	279.92	376.09
Net Profit/(Loss)	27.33	32.46	42.86
Paid-up Capital	59.02	59.02	59.02
Reserves & Surplus	2385.61	2400.67	4085.49

5. Foreign Investment or Collaboration, if any:

NIL

II. Information about the appointees:

1. Background Details: For background details, please refer explanatory statement to the item nos. 2, 3 and 4.
2. Past Remuneration: For past remuneration details, please refer information pursuant to Regulation 36(3) of SEBI (Listing Obligations 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.
3. Recognition or Awards: Sh. Amit Sarin, was recognised as Business Leader of the Year, at the "Global India Business Meeting" in the United Kingdom in June, 2014. The award recognises outstanding entrepreneurs who have been building and leading successful Indian firms, and is organised by think-tank Horasis and PwC.
4. Job Profile and his suitability: For details related to job profile and suitability, please refer explanatory statement to the item nos. 2, 3 and 4.
5. Remuneration Proposed for the FY 2020-21: For details related to proposed remuneration, please refer resolution nos. 2, 3 and 4 and explanatory statement thereto.
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 with respect to the country of his origin): With increased size and turnover, it is also imperative for the Company engaged in this sector, to have highly experienced professionals having specialized knowledge and skills to understand and project the market trend, consumer behaviour, consumption pattern and many relevant indicators for better product mix. It also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. All the proposed executive directors have successfully proved their expertise in very effective manner.

and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed to them is justified commensurate with other organizations of the similar type, size and nature in the industry.

7. Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any:

Sh. Amit Sarin, Sh. Aman Sarin and Sh. Ashim Sarin are sons of Sh. Ashok Sarin (Executive Chairman) of the Company. They have no pecuniary relationship except the remuneration drawn by them.

III. Other Information:

1. Reason of loss or inadequate profits: The outbreak of COVID-19 pandemic has slowed down economies around the world, including India. Lockdowns imposed to slow the spread of the infection have impacted most industries, resulting in a sharp reduction in revenue of the Company. These developments have adversely impacted the profitability of the Company during last quarter of financial year 2019-20 and during the current financial year ending 2020-21.

2. Steps taken or proposed to be taken for improvement:

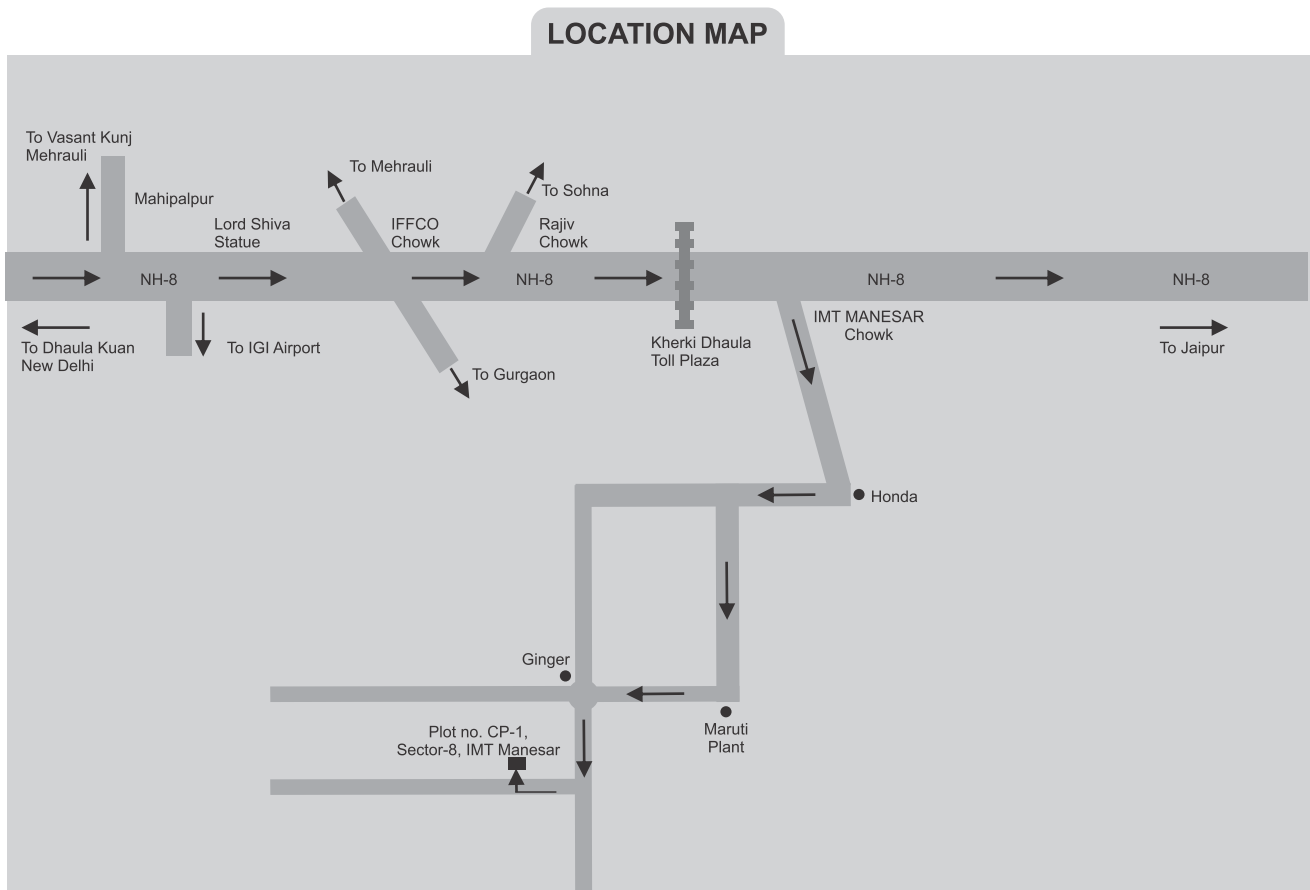
Real Estate Sector which was already in recessionary phase and further badly affected due to outbreak of COVID-19 pandemic resulted in slowdown of economic activity. The operations and economic activities have gradually resumed with requisite precautions and expected to return to normal in due course of time.

The demand for the Company's existing residential projects is picking up and the Company proposes to enter into new vertical of Data Centres to be set-up in the IT Parks built by the Company situated in Manesar, Panchkula and Rai in the State of Haryana.

3. Expected Increase in productivity and profits in measurable terms:

The Company has been able to focus very heavily on the cost reduction in the last 12-18 months while maintaining the same volumes of the business and the growth pattern, the Company expects a growth pattern for the financial year ending March, 2021 and going forward.

HOW TO REACH EGM VENUE





ANANT RAJ LIMITED

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

Regd. Office : Plot No. CP-1, Sector-8, IMT Manesar, Gurugram-122051, Haryana, Telefax : (0124) 4265817

Head Office : H-65, Connaught Circus, New Delhi- 110001, Ph. : 011-43034400, 43034426

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 Extraordinary General Meeting (EGM) of Anant Raj Limited on Wednesday, April 21, 2021, at 9.30 a.m. at the Registered Office of the Company at Plot No. CP-1, Sector-8, IMT Manesar, Gurugram, 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	April 18, 2021 at 09:00 a.m.
End of e-voting	April 20, 2021 at 05:00 p.m.

Notes :

- 1) The cut-off date (i.e. the record date) for the purpose of e-voting is 14th April, 2021.
- 2) Please read the note 20(I) to the Notice of the Extraordinary General Meeting carefully before voting electronically.