

NOTICE

NOTICE is hereby given that the Fifty Seventh (57th) Annual General Meeting of the Members of Anand I-Power Limited ("the Company") will be held on Thursday, August 27, 2020 at 3:00 P.M. IST through Video Conferencing / Other Audio Visual Means (VC) to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 and Profit and Loss Account for the year ended as on 31st March, 2020 together with Reports of the Directors' and the Auditors' Report.
2. To appoint a Director in place of Mr. Sumit Bhatnagar, (DIN: 05109377) who retires by rotation and being eligible offers himself for re – appointment.
3. To ratify the appointment of Price Waterhouse & Co. Bangalore LLP, Chartered Accountants, Pune (FRN: 007567S) as the Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting as forming part of their appointment.

SPECIAL BUSINESS:

4. TO ALTER THE CAPITAL CLAUSE V OF THE MEMORANDUM OF ASSOCIATION.

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of Company the authorized share capital of the Company be increased from Rs. 5,00,00,000 (*Rupees Five Crores*) divided into 45000000 (*Four Crore and Fifty Lakhs*) equity shares of the face value of Rs. 1/- (*Rupees One*) each & 50000 (*Fifty Thousand Only*) Preference share of Rs. 100/- each to Rs. 14,50,00,000/- (*Rupees Fourteen Crore and Fifty Lakhs only*) divided into 45000000 (*Four Crore and Fifty Lakhs*) equity shares of Rs.1/- (*Rupees One*) each and 1000000 (*Ten Lakhs*) Preference Share of Rs. 100/-(*Rupees Hundred*) each by creation of additional capital of Rs. 9,50,00,000/- (*Rupees Nine Crore & Fifty Lakhs*).”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the Memorandum of Associations of the Company is be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V as under:

“V. The Authorised Share Capital of the Company is Rs. 14,50,00,000/- (*Rupees Fourteen Crore and Fifty Lakhs only*) divided into 45000000(*Four Crore and Fifty Lakhs Only*) equity shares of Rs.1/- (*Rupees One*) each and 1000000 (*Ten Lakhs*) Preference Share of Rs. 100 (*Rupees Hundred*) Each, with power to increase and reduce the capital and divide or reclassify the shares in the capital for the time being into several classes and attach thereto respectively such preference, deferred or special rights, privileges or conditions.

“FURTHER RESOLVED THAT any Director of the Company or Mr. Sujeet Tripathy Authorised Signatory be and are hereby authorised to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of

amendment / suggestion / observation made by the Registrar of Companies, Mumbai, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution & also authorised to issue the Certified true copy of the this resolution and to execute any other Documents are required by the authority and any concerned person therein.”

5. TO ALTER THE CAPITAL CLAUSE 3 OF THE ARTICLE OF ASSOCIATION.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of Company the authorized share capital of the Company be increased from Rs. 5,00,00,000 (Rupees Five Crores) divided into 45000000 (Four Crore and Fifty Lakhs) equity shares of the face value of Rs. 1/- (Rupees One) each & 50000 (Fifty Thousand Only) Preference share of Rs. 100/- each to Rs. 14,50,00,000/- (Rupees Fourteen Crore and Fifty Lakhs only) divided into 45000000 (Four Crore and Fifty Lakhs) equity shares of Rs.1/- (Rupees One) each and 1000000 (Ten Lakhs) Preference Share of Rs.100/- (Rupees Hundred) each by creation of additional capital of Rs. 9,50,00,000/- (Rupees Nine Crore & Fifty Lakhs).”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 14, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the Clause 3 of Article of Associations of the Company is be and is hereby altered by substituting the existing Clause 3 thereof with the following new Clause 3 as under:

“3. The Authorised Share Capital of the Company is Rs. 14,50,00,000/- (Rupees Fourteen Crore and Fifty Lakhs only) divided into 45000000 (Four Crore and Fifty Lakhs Only) equity shares of Rs.1/- (Rupees One) each and 1000000 (Ten Lakhs) Preference Share of Rs. 100 (Rupees Hundred) Each, with power to increase and reduce the capital and divide or reclassify the shares in the capital for the time being into several classes and attach thereto respectively such preference, deferred or special rights, privileges or conditions. The Preference Share may be issued on such terms and with such rights, privileges and conditions attached there to as the company in general meeting shall determine including (if so determine) the right as respects dividend in addition to the referential right to be paid as fixed amount and a amount calculated as fixed rate free of or subject to the Income tax to participate whether fully or a limited extent with capital not entitled to the preferential right and as respect capital in addition to the preferential right to the repayment on the winding up of the amount of the capital paid or deemed to have been paid up a right to participate whether fully or upto a limited extent with the capital not entitled to that preferential right in any surplus which may remain after the entire capital has been repaid.”

“**FURTHER RESOLVED THAT** any Director of the Company or Mr. Sujeet Tripathy Authorised Signatory be and are hereby authorised to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the Registrar of Companies, Mumbai, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution & also authorised to issue the Certified true copy of the this resolution and to execute any other Documents are required by the authority and any concerned person therein.”

Anand I-Power Limited



20, MIDC Estate, Satpur,
Nashik 422007 (India)
Tel : 91 253 2365900
Fax: 91 253 2350584
CIN: U99999MH1962PLC012316
Email ID:contact@anandipower.com

6. **To approve offer or invitation to subscribe to 7% Non-Convertible Non-Cumulative Preference Shares ("NCPS") on Preferential allotment basis to the Holding Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 55, 62 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer and issue upto 1000000 - **7% Non-Convertible Non-Cumulative Preference Shares ("NCPS")** of Rs. 100 each, aggregating to Rs. 10,00,00,000 (Rupees Ten Crore only), in one or more tranche(s), to the Holding Company of the Company on preferential allotment basis on the following terms and conditions:

- **Issue price:** NCPS of face value of Rs. 100 each will be issued at a par of Rs. 100 per NCPS.
- **Rate of Dividend:** Dividend rate will be 7% p.a. (on the face value) which will remain fixed over the tenure of the NCPS.
- **Non -Cumulative:** The NCPS will not carry cumulative dividend right.
- **Redemption Terms:** The amount subscribed/paid on each NCPS shall be redeemed at Rs. 100 at any time at the option of the Company, but not later than 7 years from the date of allotment of the NCPS.
- **Priority with respect to payment of dividend or repayment of capital:** The NCPS will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
- **Participation in surplus funds / surplus assets and profits:** The NCPS shall be non-participating in the surplus funds / surplus assets and profits, on winding up which may remain after the entire capital has been repaid.
- **Voting rights:** The NCPS shall carry voting rights as prescribed under the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company or Mr. Sujeet Tripathy, Authorised Signatory of the Company be and is hereby authorized to take all such steps as it may deem necessary, proper or expedient to give effect to this resolution."

Place: Nashik
Date: June 27, 2020

**BY THE ORDER OF BOARD OF DIRECTORS
FOR ANAND I-POWER LIMITED**

**MAHENDRA KUMAR GOYAL
CHAIRMAN
DIN: 02605616**

**1, Sri Aurobindo Marg, New Delhi -110016
CIN No.: U99999MH1962PLC012316**

Anand I-Power Limited



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NOTES:

1. In view of the prevailing lock down situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, General circulars viz. Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 read with the Circular No. 20/2020 dated May 05, 2020 issued by Ministry of Corporate Affairs ('MCA') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are permitted to hold their Annual General Meeting ('AGM') through VC/OAVM for the calendar year 2020.
2. In compliance with applicable provisions of the Companies Act, 2013 ('Act') read with aforesaid MCA circulars the 57th Annual General Meeting of the Company is being conducted through Video Conferencing (VC) herein after called as "e-AGM". For this purpose, the Company has appointed M/s KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) ('KFinTech'), Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
3. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required. Appointment of proxy to attend and cast vote on behalf of the member is not available. Body Corporates should send the Board Resolution passed under Section 113 of the Companies Act 2013, authorising their representative to attend the e-AGM through VC/OAVM and cast their votes through e-voting.
4. Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. In case of joint holders attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote at the e-AGM.
5. Up to 1000 members will be able to join on a FIFO basis to the e-AGM. There will be no restrictions on account of FIFO entry into e-AGM in respect of large shareholders (viz. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
6. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.anandgroupindia.com/anandipower> and the AGM Notice is also available on the website of KFinTech at <https://evoting.karvy.com/>
8. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company has sent the Annual Report, Notice of e-AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below

- i. Members holding share(s) in physical mode can register their e-mail address on the Kfintech website at https://ris.kfintech.com/email_registration/ by providing the requisite details of their holdings and documents for registering their e-mail address. Post successful registration of the email address, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this AGM. In case of any queries, shareholder may write to einward.ris@kfintech.com or contact Mr. S V Raju, Deputy General Manager of KFin Technologies Private Limited at 040-67162222 or at 1800 3454001 (Toll Free).
 - ii. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants "DPs" for receiving all communications from the Company electronically.
 - iii. Shareholders are also requested to visit the website of the Company <https://www.anandgroupindia.com/anandipower/> or website of KFinTech <https://evoting.karvy.com> for downloading the Annual Report and Notice of the e-AGM.
9. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 for item no. 4 to 6 is annexed to Notice
10. Facility to members for attending the e-AGM through Video Conference
- i. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
 - ii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience. Further, members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in the irrespective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - iii. Members who would like to express their views/ask questions during the meeting may log into <https://evoting.karvy.com/> and click on "AGM Questions" and post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id and mobile number. The "AGM Questions" window shall be activated during the remote e-voting period and shall be closed 24 hours before the AGM.
 - iv. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the e-AGM. Members who would like to express their views or ask questions during the e-AGM may register themselves as a speaker by clicking on 'Speaker Registration' after logging at <https://emeetings.kfintech.com> by using e - voting credentials

48 hours before start of the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM

- v. Only those Members/ shareholders, who will be present in the e-AGM through Video Conference facility who have not cast their vote through remote e-Voting are eligible to vote through e-Voting in the e-AGM.
- vi. Members who need assistance before or during the AGM, can contact Mr. S V Raju of Kfintech at einward.ris@kfintech.com or call at 040- 67162222 or at 1800 345 4001 (Toll Free)

11. Facility for Remote E-voting:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members through KFinTech.

The facility for e-voting shall also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again. The cut-off date for determining the eligibility to vote by remote e-voting or in the AGM shall be Thursday, August 20, 2020.

The Company has approached KFin Technologies Private Limited for providing e-voting services through their e-voting platform. In this regard, your Demat Account / Folio Number has been enrolled by the Company for your participation in remote e-voting on resolution(s) placed by the Company on e-voting system. The instructions for e-voting are mentioned in this Notice.

The remote e-voting period commences on Monday August 24, 2020 at 9:00 a.m. and ends on Wednesday August 26, 2020 at 5:00 p.m. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date for the purpose of voting of Thursday August 20, 2020. Any person, who acquires shares of the Company and becomes member of the Company after Friday July. 31 2020 i.e. the date considered for obtaining register of members for dispatch of AGM Notice and holding shares as on the record date for the purpose of Voting i.e. Thursday August 20, 2020, may obtain the login ID and password by sending a request at E-mail ID: einward.ris@kfintech.com

PROCEDURE FOR E-VOTING

- i. To use the following URL for e-voting: <https://evoting.karvy.com>
- ii. Enter the login credentials i.e., user id and password mentioned below this communication.

Your Folio No./DP ID Client ID will be your user ID.

User – ID

For Members holding shares in Demat Form

- For NSDL:- 8 Character DP ID followed by 8 Digits Client ID
- For CDSL:- 16 digits beneficiary ID

For Members holding shares in Physical Form

- Even no.(e-voting event number) followed by Folio Number registered with the Company

Password	In case of shareholders who have not registered their e-mail addresses, their User-Id and Password is printed below.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. After entering the details appropriately click on LOGIN.
- iv. Password change menu will appear. Change the Password with a new Password of your choice. The new password has to be minimum eight characters consisting of at least one upper case (A-Z) one lower case (a-z), one numeric value (0-9) and a special character.

Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through KFin Technologies Private Limited e-Voting platform.

System will prompt you to change your password and update any contact details like mobile , email ID etc., on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- v. Login again with the new credentials.
- vi. On successful login, system will prompt to select the 'Event' i.e. the Company name - 'Anand I-Power Limited'.
- vii. On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting.

Anand I-Power Limited



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Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast his vote, select 'ABSTAIN'.

- viii. Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
- ix. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- x. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xi. Corporate/ Institutional Members (Corporate/ FIs/ FII's/ Trust/ Mutual Funds/ Banks etc.,) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to pawan.chandak@kprc.co.in with a copy to <https://evoting.karvy.com/>.
- xii. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of <https://evoting.karvy.com/> or contact Mr. S. V. Raju, Deputy General Manager, M/s KFin Technologies Private Limited (Unit: Anand I-Power Limited) at Selenium Tower B, Plot Nos. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 or ateinward.ris@kfintech.com or phone no. 040 - 67162222 or call KFinTech's toll free No. 1800 3454001 for any further clarifications.
- xiii. The voting rights shall be as per the number of equity share held by the Member(s) as on Thursday August 20, 2020. Members are eligible to cast vote electronically only if they are holding shares as on that date. Members who have acquired shares after the dispatch of the Annual Report and before the cut-off date may approach the Company/ Registrar for issuance of the User ID and Password for exercising their right to vote by electronic means.
- xiv. The e-voting period will commence on Monday August 24, 2020 at 9:00 a.m. and ends on Wednesday August 26, 2020 at 5:00 p.m. The Company has appointed Mr. Pawan G Chandak, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The e-voting module shall be disabled by Karvy at 5:00 p.m. on August 26, 2020.

E-voting Details

Event	User ID	Password

- xv. Instructions for members for e-Voting on the day of e-AGM are as under

Anand I-Power Limited



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- a. The e-Voting window shall be activated upon instructions of the Chairman during the AGM proceedings
 - b. Members shall click on the "Instapoll" icon on the webpage and follow the instructions to vote on the resolutions
 - c. Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM
- xvi. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
12. Members are requested to update their e-mail id's for all communications relating to the Company with the Company or with the Depository Participants or with the Company's Registrar and Share Transfer Agent.
 13. Members holding shares in physical certificate form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact Company or KFinTech for assistance in this regard
 14. Members are requested to notify the change of their address, if any, to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, (Unit-Anand I-Power Limited) Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032 and Investor Service Centers of KFin Technologies Private Limited in various cities.
 15. The dispatch of the Notice shall be announced through an advertisement in at least 1 (one) English newspaper having country wide circulation and at least 1 (one) Marathi newspaper, each with wide circulation in Nashik, where the registered office of the Company is situated, and published on the Company website.
 16. The Notice and other papers related to the Item will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members may contact S V Raju of KFin Technologies Private Limited at inward.ris@Kfintech.com if they have any queries or require communication in physical form in addition to electronic communication.
 17. Additional particulars of Directors retiring by rotation and eligible for appointment / re-appointment are enclosed in **Annexure A**.

Place: Nashik
Date: June 27, 2020

**BY THE ORDER OF BOARD OF DIRECTORS
FOR ANAND I-POWER LIMITED**


**MAHENDRA KUMAR GOYAL
CHAIRMAN
DIN: 02605616**

**1, Sri Aurobindo Marg, New Delhi -110016
CIN No. U99999MH1962PLC012316**



Registered Office:
20, MIDC Estate, Satpur
Nashik 422007 (India)

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

[As required under section 102(1) of the Companies Act, 2013]

SPECIAL BUSINESS ITEM NO.1& 2

The Current authorised share capital of Company is Rs. 5,00,00,000 (Rupees Five Crores) divided into 45000000 (Four Crore and Fifty Lakhs) equity shares of the face value of Rs. 1 (Rupees One) & 50000 Preference share of Rs. 100 each to Rs. 14,50,00,000 (Rupees Fourteen Crore and Fifty Lakhs only) divided into 45000000 (Four Crore and Fifty Lakhs) equity shares of Rs.1/- (Rupees One) each and 1000000 (Ten Lakhs) Preference Share of Rs.100 (Rupees hundred) Each by creation of additional capital of Rs. 9,50,00,000/- (Rupees Nine Crore & Fifty Lakhs).” The objectives of the increase in Capital Clause are to issues Non Convertible Non -Cumulative Preference Share to meet the project expenses and to use the funds for other general corporate purposes.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

SPECIAL BUSINESS ITEM NO.3:

The Board of Directors at its meeting held on June 27, 2020, has approved the offer and issue of 1000000 - 7% Non - Convertible Non-Cumulative Preference Shares (NCPS) of Rs. 100 each for cash, aggregating to Rs. 10,00,00,000 (Rupees Ten Crore only) issued at par, in one or more tranche(s) to the Holding Company of the Company on preferential allotment basis. Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 framed there under, inter alia, requires a company to obtain the approval of the members, by way of a Special Resolution for issuance of preference shares. Accordingly, the approval of the members is being sought, by way of a Special Resolution, to offer and issue, in one or more tranche(s), NCPS on Preferential allotment basis. Disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the NCPS as under:

S. No	Particular	Detail
1	The size of the issue and number of preference shares to be issued and nominal value of each share	issue of 1000000 - 7% Non -Convertible Non cumulative Preference Shares (NCPS) of Rs. 100 each for cash, aggregating to Rs. 10,00,00,000 (Rupees Ten Crore only) at par for cash, in one or more tranche(s) to the Holding Company of the Company on preferential allotment basis
2	The nature of such shares, i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible	Non -Convertible Non-Cumulative Preference Shares (“NCPS”)

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3	The objectives of the issue	The objectives of the issue are to meet the project expenses and other general corporate purposes.																							
4	The manner of issue of shares	On Preferential Basis to the Holding Company of the Company																							
5	The price at which such shares are proposed to be issued	The NCPS of face value of Rs. 100 each will be issued at a par of Rs 100 per NCPS																							
6	The basis on which the price has been arrived at	The price has been arrived at considering the terms of issue future aspect of business & redemption.																							
7	the terms of issue, including terms and rate of dividend on each share, etc.	Dividend rate will be 7% p.a. (on the face value) which will remain fixed over the tenure of the NCPS.																							
8	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The amount subscribed/paid on each NCPS shall be either redeemed at par i.e. Rs. 100/- at any time at the option of the Company, but not later than 7 years from the date of allotment of the NCPS.																							
9	the manner and modes of redemption / conversion	The amount subscribed/paid on each NCPS shall be either redeemed at Rs. 100/- at the option of the Company, but not later than 7 years from the date of allotment of the NCPS. The redemption shall be made in accordance with the applicable provisions of the Companies Act, 2013.																							
10	The current shareholding pattern of the Company	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of Holder</th> <th>No. of Shares</th> <th>Nominal Value in Rs.</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Asia Investments Private Limited</td> <td>31108944</td> <td>1/-</td> <td>93.32</td> </tr> <tr> <td>2.</td> <td>Others (Public Shareholding)</td> <td>4245139</td> <td>1/-</td> <td>6.68</td> </tr> <tr> <td colspan="2">TOTAL</td> <td>33336568</td> <td></td> <td>100</td> </tr> </tbody> </table>				Sr. No.	Name of Holder	No. of Shares	Nominal Value in Rs.	Percentage	1.	Asia Investments Private Limited	31108944	1/-	93.32	2.	Others (Public Shareholding)	4245139	1/-	6.68	TOTAL		33336568		100
Sr. No.	Name of Holder	No. of Shares	Nominal Value in Rs.	Percentage																					
1.	Asia Investments Private Limited	31108944	1/-	93.32																					
2.	Others (Public Shareholding)	4245139	1/-	6.68																					
TOTAL		33336568		100																					
11	the expected dilution in equity share upon conversion of preference shares	NIL Since the NCPS are non Convertible.																							

None of the Directors / Key Managerial Personnel's of the Company/ their relatives are in anyway, concerned or interested, financially or otherwise, in the said resolution.

Place: Nashik
Date: June 27, 2020

**BY THE ORDER OF BOARD OF DIRECTORS
FOR ANAND I-POWER LIMITED**

**MAHENDRA KUMAR GOYAL
CHAIRMAN**

DIN: 02605616

**1, Sri Aurobindo Marg, New Delhi -110016
CIN No. U99999MH1962PLC012316**



Registered Office:
20, MIDC Estate, Satpur
Nashik 422007 (India)

ANNEXURE A

Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting.

1. Mr. Sumit Bhatnagar:

Name of Director	Mr. Sumit Bhatnagar
Date of Birth	03 rd July, 1975
Date of Appointment	07 th May 2018
Expertise in functional area	<p>Mr. Sumit Bhatnagar, is President and Head- Group Human Resources for ANAND Group. He has been associated with ANAND for almost two decades now. Prior to taking over the current responsibility, Mr. Bhatnagar was Chief Operating Officer (COO) of Passenger Car Business Unit (PCBU) for Gabriel India. He led Gabriel (PCBU), towards successfully transforming its performance.</p> <p>Mr. Bhatnagar had joined MAHLE Behr in 1999 as Sr. Engineer-Manufacturing. At Mahle Behr, he successfully managed roles in Customer Care, Business Development, Supply Chain, Production, Logistics and established Visco Fan Drive Business in India. He subsequently moved to ACYM, as Business Head in 2008 and sustained ACYM as preferred vendor for its customers through consistent performance improvement. In 2011, he joined Gabriel India initially as Plant Head, Khandsa and later became the COO of PCBU.</p>
Qualifications	Mr. Bhatnagar has a Bachelor of Engineering degree in Production and has completed Executive Post-Graduate Diploma in Business Management from IIM Kozhikode. He has also completed Advanced Management Program from MIT Sloan, USA.
List of other Companies in which Directorships held	<ol style="list-style-type: none"> 1. Anand Automotive Private Limited 2. Anand CY Myutec Automotive Private Limited. 3. Mahle Anand Filter Systems Private Limited 4. Mahle Anand Thermal Systems Private Limited
Memberships / Chairmanships of committees of directors of the Company.	<ol style="list-style-type: none"> 1. Member of Stakeholders Relationship committee 2. Member of Audit Committee 3. Chairman of Nomination & Remuneration committee
Memberships/Chairmanships of committees of directors of other Companies	NIL

Place: Nashik
Date: June 27, 2020

**BY THE ORDER OF BOARD OF DIRECTORS
FOR ANAND I-POWER LIMITED**


**MAHENDRA KUMAR GOYAL
CHAIRMAN
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