



INSPIRING MOMENTUM

NOTICE OF THE 15TH ANNUAL GENERAL MEETING OF XANADU REALTY LIMITED

Notice is hereby given that the **Fifteen Annual General Meeting** (“AGM”) of the Members of **Xanadu Realty Limited** will be held on Wednesday, 27th September, 2023 at **4:00 P.M** at the Registered office of the Company to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company together with the Boards Report and Auditors Report thereon for the financial year ended March 31, 2023.
2. To appoint a director in place of Mr. Karthik Rajaram (DIN: 05115450), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business:

3. To appoint **Mr. Ashwani Nanda as an Independent Director** of the Company.

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“**RESOLVED THAT** Mr. Ashwani Nanda (DIN: 09026628), who was appointed as an Additional and Independent Director vide Board resolution dated March 27, 2023, pursuant to the provisions of Section 149, 150, 152, 161(1) of the Companies Act, 2013 (“the Act”) read with Schedule IV of Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactment thereof for the time being in force), Articles of Association of the Company, recommendations approvals and of the Nomination and Remuneration Committee and of the Board, consent of the Members be and is hereby accorded to appoint Mr. Ashwani Nanda (DIN: 09026628), as an Independent Director, not liable to retire by rotation, for a period of up to 5 years with effect from March 27, 2023;

RESOLVED FURTHER THAT any of the directors for the time being be and are hereby severally authorised to sign and execute all such documents and papers (including 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;

RESOLVED FURTHER THAT the Directors of the Company and Ms. Sakina Ezzy, Authorized Signatory of the Company, be and are hereby authorized to delegate all or any of the powers to sign the certified true copy of the resolution of the resolution to be given as and when required.”

Xanadu Realty Limited
(Formerly known as Xanadu Realty Private Limited)

Unit 3A102, Wework Raheja Platinum,
Sag Baug Road, Off Andheri-Kurla Road,
Marol, Andheri East, Mumbai 400059
E: info@xanadu.in M: +91 70450 28898

CIN: U70102MH2008PLC183620

INSPIRING MOMENTUM



INSPIRING MOMENTUM

**By Order of the Board of Directors
For Xanadu Realty Limited**

Sd/-

**Anurag Singhvi
Managing Director
DIN : 02016679**

Date: 4th September, 2023

Place: WeWork Raheja Platinum, Unit 3A105, Sag Baug Road, off Andheri-Kurla Road, Marol
Andheri-East, Mumbai 400059, Maharashtra, India

Email: compliance@xanadu.in

Xanadu Realty Limited
(Formerly known as Xanadu Realty Private Limited)

Unit 3A102, Wework Raheja Platinum,
Sag Baug Road, Off Andheri-Kurla Road,
Marol, Andheri East, Mumbai 400059
E: info@xanadu.in **M:** +91 70450 28898

CIN: U70102MH2008PLC183620

INSPIRING MOMENTUM



INSPIRING MOMENTUM

NOTES:

1. The statement as required under section 102 of the Companies Act, 2013 (“the Act”) is annexed to the Notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 15th ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to the provisions of Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing a proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the AGM. Further, the proxy holder shall carry a valid proof of identity at the AGM.

3. Members are requested to intimate change, if any, in their address to the Company at its registered office.

4. Proxy register shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting. Inspection shall be allowed between 10:00 a.m. and 6.00 p.m.

5. The Members are requested to bring their copy of the Annual Report to the AGM.

6. Corporate members intending to send their authorized representative(s) to attend the AGM are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the AGM.

7. 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.

8. The Members/ Proxies should fill the Attendance Slip for attending the AGM.

9. All documents referred to in the Notice, if any, are available for inspection at the registered office on any working day of the Company, between 10:00 a.m. to 6.00 p.m. from the date of dispatch of the Notice up to and including the date of the AGM and at the AGM venue.

10. Additional information of Directors seeking appointment/re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), is annexed to the Notice

Xanadu Realty Limited
(Formerly known as Xanadu Realty Private Limited)

Unit 3A102, Wework Raheja Platinum,
Sag Baug Road, Off Andheri-Kurla Road,
Marol, Andheri East, Mumbai 400059
E: info@xanadu.in M: +91 70450 28898

CIN: U70102MH2008PLC183620

INSPIRING MOMENTUM



INSPIRING MOMENTUM

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”) FORMING PART OF THIS NOTICE

The following Explanatory Statement relating to the accompanying Notice sets out all material facts in respect of the resolutions:

ITEM NO.3:

Mr. Ashwani Nanda (DIN: 09026628), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from March 27, 2023 by the Board of Directors in accordance with Articles of Association and sections 149(6), 161 and Schedule IV of the Companies Act, 2013 (“**the Act**”).

The Board members during the Board meeting held on February 17th, 2023 recommended Mr. Ashwani Nanda, as an Additional Director (Non-Executive & Independent) of the Company who is a Qualified Cost Accountant (CMA) and he has also cleared executive level of examination as conducted by Institute of Company Secretaries of India and has also acted as an Additional Director for a renowned Company and having an enrich experience in accounting and costing field.

It is proposed to appoint Mr. Ashwani Nanda as an Additional Director (Non-Executive & Independent) of the Company in terms of section 149 read with section 152 of the Companies Act, 2013. In terms of sections 149 and 152 of the Companies Act, 2013, Mr. Ashwani Nanda is not liable to retire by rotation. Mr. Ashwani Nanda, if appointed, will hold office for a consecutive term of 5 years commencing from March 27, 2023.

The terms and conditions of appointment of Mr. Ashwani Nanda as an Independent Non-Executive Director is available for inspection by members at the Registered Office of the Company on any working day during working hours between 10:00 A.M to 6:00 P.M.

Except Mr. Ashwani Nanda, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

The Board accordingly recommends the Ordinary Resolution set out in Item No.3 of the accompanying Notice for the approval of the Members.

Xanadu Realty Limited
(Formerly known as Xanadu Realty Private Limited)

Unit 3A102, Wework Raheja Platinum,
Sag Baug Road, Off Andheri-Kurla Road,
Marol, Andheri East, Mumbai 400059
E: info@xanadu.in M: +91 70450 28898

CIN: U70102MH2008PLC183620

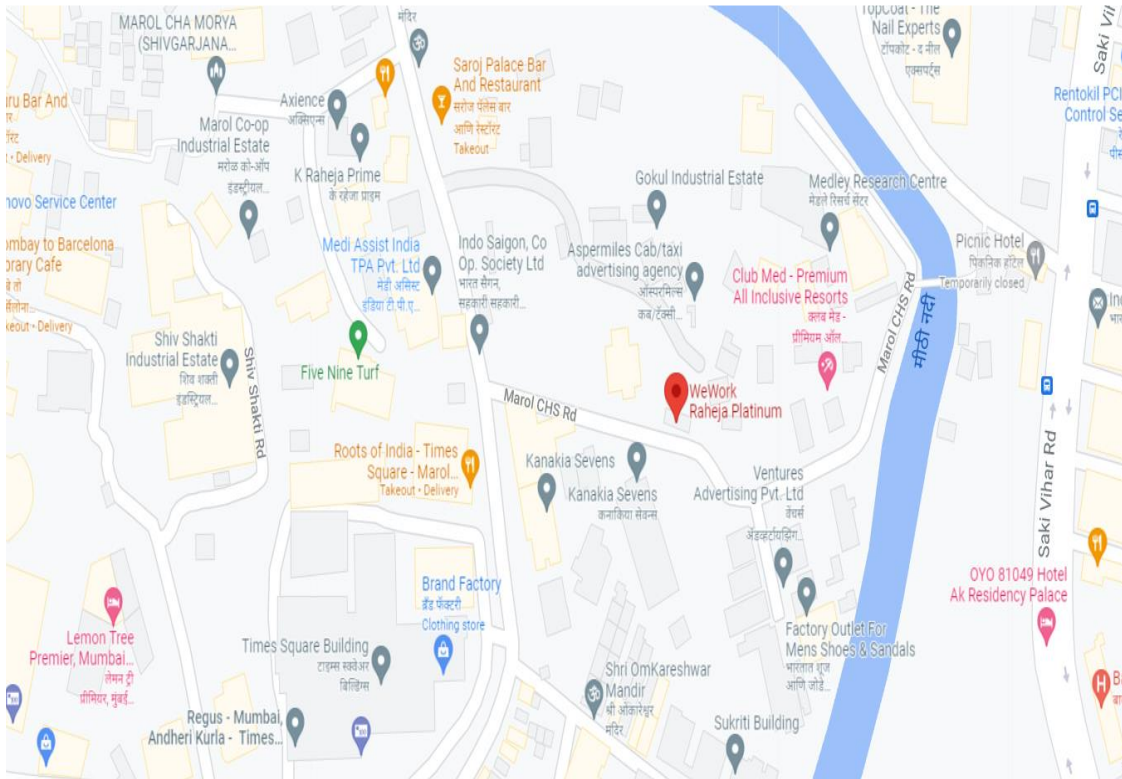
INSPIRING MOMENTUM



INSPIRING MOMENTUM

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

Address: Units 3A102, WeWork Raheja Platinum, Sag Baug Road, off Andheri-Kurla Road
Marol, Andheri-East, Mumbai 400059, Maharashtra, India



Xanadu Realty Limited
(Formerly known as Xanadu Realty Private Limited)

Unit 3A102, Wework Raheja Platinum,
Sag Baug Road, Off Andheri-Kurla Road,
Marol, Andheri East, Mumbai 400059
E: info@xanadu.in M: +91 70450 28898

CIN: U70102MH2008PLC183620

INSPIRING MOMENTUM



INSPIRING MOMENTUM

Annexure 1

Details of Board of Directors as per Clause 1.2.5 of the Secretarial Standards on General Meeting (SS-2)

Name of the Director	Mr. Anurag Singhvi	Mr. Karthik Rajaram	Mr. Ashwani Nanda
Age	51 years	54 years	57 years
Experience & Qualification	<p>He is responsible for developing the product design at the conceptual level, executing strategic thought and consumer-friendly solutions, supervising the company sales, marketing and finance, and tapping into existing and potential opportunities in the real estate sector. He is a commerce graduate from the eminent Shriram College of Commerce before commencing a post-Graduate Diploma in Finance from Indian Institute of Management (IIM), Bangalore.</p> <p>He commands an experience of over 25+ years in the domains of corporate finance, mergers & acquisitions and fundraising. Anurag has previously worked as the CFO, board member and advisor of Lodha Group.</p>	<p>He is the force behind Xanadu's novel and inspiring commitment to develop and transform the hitherto developer-centric realty sector into a customer-centric model. Armed with over 25+ years of knowledge and proficiency across a myriad of industries such as automobile, retail, technology and real estate, Karthik has managed the task of compiling a mélange of diverse know-how and expertise accumulated from a multitude of sectors. An alumnus of the renowned Vellore Institute of Technology, he achieved his Bachelor of Engineering in Mechanical Engineering in the year 1990 and completed a Graduate Diploma in Management from Indian Institute of Management, Bangalore.</p>	<p>He has over 30 years rich experience in Global Finance operations with proven track record of managing significant operating scale and complexity. He began his career with ONGC and gained extensive leadership experience in finance and business commercial roles. He also has experience in Compliance Management, Process & ERP implementation. He is highly diligent and meticulous with keen eye for costs controls and internal controls. Ashwani holds qualification as CMA and a master's degree in commerce; he has also completed programs in Financial Management from BailBrook College, UK and Strategic Leadership from IIM, Bangalore, India.</p>
Terms and Conditions of appointment	Not Applicable	As per the resolution in Item no. 2 of this Notice.	As per the resolution in Item no.3 of this Notice, read with the explanatory statement thereto.
Remuneration last drawn and sought to be paid	As per the resolution approved in Item no.2 of the Shareholders meeting held on the 15 th July 2022.	As per the resolution approved in Item no.1 of the Shareholders meeting held on the 15 th July 2022.	No remuneration to be paid except sitting fees as may be decided by the Board for attendance of meeting of the Board of Directors and committees thereof.

Xanadu Realty Limited
(Formerly known as Xanadu Realty Private Limited)

Unit 3A102, Wework Raheja Platinum,
Sag Baug Road, Off Andheri-Kurla Road,
Marol, Andheri East, Mumbai 400059
E: info@xanadu.in M: +91 70450 28898

CIN: U70102MH2008PLC183620

INSPIRING MOMENTUM



INSPIRING MOMENTUM

Date of Appointment on the Board	12/01/2009	03/12/2015	27/03/2023
Directorships held in other companies as on March 31, 2023.	1. Xanadu Capital Holdings Private Limited (Applied for strike off) 2. Xanadu Home Services Private Limited 3. Xanadu Realty Management Private Limited	1. Xanadu Capital Holdings Private Limited (Applied for strike off) 2. Xanadu Home Services Private Limited 3. Xanadu Realty Management Private Limited	Not Applicable.
Memberships / Chairmanship of committees of other companies (Includes only Audit & Stakeholders Relationship Committee) as on March 31, 2023.	Not Applicable	Not Applicable	Not Applicable
Shareholding in the Company (Equity) as on 31 st March 2023.	0.44%	76.92%	Not Applicable.
Relationship with other Directors/ Manager/Key Managerial Personnel.	Not Applicable.	Not Applicable.	Not Applicable.
Number of Board meetings attended during the Financial year 2022-23.	4	5	Not Applicable.

Xanadu Realty Limited
(Formerly known as Xanadu Realty Private Limited)

Unit 3A102, Wework Raheja Platinum,
Sag Baug Road, Off Andheri-Kurla Road,
Marol, Andheri East, Mumbai 400059
E: info@xanadu.in M: +91 70450 28898

CIN: U70102MH2008PLC183620

INSPIRING MOMENTUM



INSPIRING MOMENTUM

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]

ANNUAL GENERAL MEETING
Name of the Member: _____
Registered Address: _____
Email id: _____
DP ID / Client ID / Folio No.: _____
No. of Share: _____

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

1. Name _____ Address : _____

Email id _____ Signature _____ failing him;

2. Name _____ Address : _____

Email id _____ Signature _____ failing him;

3. Name _____ Address : _____

Email id _____ Signature _____ failing him;

as my/our proxy to attend for me/us and on my/our behalf at the Fifteenth Annual General Meeting of the Company, to be held on the Wednesday, 27th September, 2023 at 4:00 P.M at WeWork Raheja Platinum, Unit 3A102, Sag Baug Road, off Andheri-Kurla Road, Marol, Andheri-East, Mumbai 400059, Maharashtra, India Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Xanadu Realty Limited
(Formerly known as Xanadu Realty Private Limited)
Unit 3A102, Wework Raheja Platinum,
Sag Baug Road, Off Andheri-Kurla Road,
Marol, Andheri East, Mumbai 400059
E: info@xanadu.in M: +91 70450 28898

CIN: U70102MH2008PLC183620

INSPIRING MOMENTUM



INSPIRING MOMENTUM

Item No.	Description	No. of Equity Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company together with the Boards Report and Auditors Report thereon for the financial year ended March 31, 2023.			
2.	Appoint a director in place of Mr. Karthik Rajaram (DIN: 05115450), who retires by rotation, and being eligible, offers himself for re-appointment.			
3.	Appoint Mr. Ashwani Nanda as an Independent Director of the Company.			

Signed this _____ day of _____ 2023

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix
revenue
stamp

Note: 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.

Xanadu Realty Limited
(Formerly known as Xanadu Realty Private Limited)

Unit 3A102, Wework Raheja Platinum,
Sag Baug Road, Off Andheri-Kurla Road,
Marol, Andheri East, Mumbai 400059
E: info@xanadu.in M: +91 70450 28898

CIN: U70102MH2008PLC183620

INSPIRING MOMENTUM



INSPIRING MOMENTUM

ATTENDANCE SLIP

I / We hereby record my presence at the 15th (Fifteenth) Annual General Meeting of the Members of Xanadu Realty Limited (Formerly known as Xanadu Realty Private Limited) “the Company”, to be held at its Registered Office at WeWork Raheja Platinum, Unit 3A102, Sag Baug Road, off Andheri-Kurla Road, Marol, Andheri-East, Mumbai 400059, Maharashtra, India on Wednesday, 27th September, 2023.

Name and Address of the

Equity Shareholder/ Debenture holder

(in block letters)

:

Folio No.

:

No. of Share(s) held

:

Full name of the Equity Shareholder/ Debenture holder

:

(_____)

Signature

Xanadu Realty Limited
(Formerly known as Xanadu Realty Private Limited)

Unit 3A102, Wework Raheja Platinum,
Sag Baug Road, Off Andheri-Kurla Road,
Marol, Andheri East, Mumbai 400059
E: info@xanadu.in M: +91 70450 28898

CIN: U70102MH2008PLC183620

INSPIRING MOMENTUM



INSPIRING MOMENTUM

NOTE:

1. Members attending the meeting in Person or by Proxy or through Authorised Representative are requested to complete and bring the Attendance Slip with them and hand it over at the entrance of the meeting hall.
2. Members/proxy holder who desires to attend the meeting should bring his/her copy of the Notice for reference at the meeting.
3. Members are informed that no duplicate slips will be issued at the venue of the meeting and they are requested to bring this slip for the meeting.

Xanadu Realty Limited
(Formerly known as Xanadu Realty Private Limited)

Unit 3A102, Wework Raheja Platinum,
Sag Baug Road, Off Andheri-Kurla Road,
Marol, Andheri East, Mumbai 400059
E: info@xanadu.in **M:** +91 70450 28898

CIN: U70102MH2008PLC183620

INSPIRING MOMENTUM