



## **NOTICE OF THE 16<sup>TH</sup> ANNUAL GENERAL MEETING OF XANADU REALTY LIMITED**

Notice is hereby given that the **Sixteenth Annual General Meeting (“AGM”)** of the Members of Xanadu Realty Limited will be held on **Monday, 30<sup>th</sup> September, 2024 at 4:00 P.M** at the registered office of the Company at 02nd floor, C Wing, Times Square Building, Andheri Kurla Road, Marol, Andheri East, Mumbai 400059 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, 2024.
2. To appoint a Director in place of Mr. Anurag Singhvi (DIN:02016679), who retires by rotation, and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. To appoint Mr. Vishal Bagri 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. Vishal Bagri (DIN: 07116280), who was appointed as an Additional and Independent Director vide Board resolution dated 25<sup>th</sup> July 2024, 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, the Board and requisite approvals, the consent of the Members be and is hereby accorded to appoint Mr. Vishal Bagri (DIN: 07116280), as an Independent Director, not liable to retire by rotation, for a period of up to 5 years with effect from 25<sup>th</sup> July 2024;

**RESOLVED FURTHER THAT** any of the directors for the time being be and are hereby severally authorized 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, Deputy Manager- Compliance & CS, 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.”

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

Sd/-

**Anurag Singhvi  
Managing Director  
DIN : 02016679**

**Date: 5<sup>th</sup> September, 2024**

**Place:** 02nd floor, C Wing, Times Square Building, Andheri Kurla Road, Marol, Andheri East, Mumbai 400059

**Email:** compliance@xanadu.in

### **Xanadu Realty Limited**

Times Square, Smart Works,  
Tower C, 2<sup>nd</sup> Floor, Andheri - Kurla Road,  
Marol, Andheri (East) - 400 056  
**E:** info@xanadu.in **M:** +91 70450 28480  
**W:** www.xanadu.in

**CIN:** U70102MH2008PLC183620



**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 16<sup>th</sup> 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.

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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. Vishal Bagri (DIN: 07116280) was appointed as an Additional Director in the capacity of Non-Executive & Independent with effect from 25<sup>th</sup> July 2024 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 5<sup>th</sup> September 2024 recommended Mr. Vishal Bagri, as an Additional Director (Non-Executive & Independent) of the Company.

In terms of sections 149 and 152 of the Companies Act, 2013, Mr. Vishal Bagri is not liable to retire by rotation. Mr. Vishal Bagri, if appointed, will hold office for a consecutive term of 5 years commencing from 25<sup>th</sup> July 2024.

The terms and conditions of appointment of Mr. Vishal Bagri 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. Vishal Bagri, 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.

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### ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

Address: 02nd floor, C Wing, Times Square Building, Andheri Kurla Road, Marol, Andheri East, Mumbai 400059



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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 Sixteenth Annual General Meeting of the Company, to be held on the Monday, 30<sup>th</sup> September, 2024 at 4:00 P.M at , Maharashtra, India Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

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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, 2024.			
2.	To appoint a Director in place of Mr. Anurag Singhvi (DIN:02016679), who retires by rotation, and being eligible, offers himself for re-appointment.			
3.	To appoint Mr. Vishal Bagri as an Independent Director of the Company.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

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.**

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INSPIRING MOMENTUM

**ATTENDANCE SLIP**

I / We hereby record my presence at the 16<sup>th</sup> (Sixteenth) 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 02nd floor, C Wing, Times Square Building, Andheri Kurla Road, Marol, Andheri East, Mumbai 400059 on Monday, 30<sup>th</sup> September 2024.

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

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**NOTE:**

1. Members attending the meeting in Person or by Proxy or through Authorized 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.

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