



ATS_MGMNT_FY2425_371

NOTICE TO MEMBERS

Notice is hereby given that the 09th Annual General Meeting (“AGM”) of the Members of **ANLON TECHNOLOGY SOLUTIONS LIMITED** (“the Company”) will be held on Friday, August 09th, 2024 at 11:00 A.M. through Video Conference (‘VC’)/ Other Audio-Visual Means (‘OAVM’), to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1 ADOPTION OF AUDITED FINANCIAL STATEMENTS:

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

To receive, consider and adopt the Audited Financial Statement for the financial year ended on March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

“**RESOLVED THAT** the Board’s Report with Annexures, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended March 31, 2024 and the Financial Statement as at that date together with the Independent Auditors’ Report thereon be and are hereby considered, approved and adopted.”

ITEM NO. 2 RE-APPOINTMENT OF MRS. BEENA UNNIKRISHNAN (DIN:07222504) AS A WHOLE-TIME DIRECTOR, LIABLE TO RETIRE BY ROTATION:

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

“**RESOLVED THAT** pursuant to Section 152 (6) of the Companies Act 2013 and other applicable provisions, Mrs. Beena Unnikrishnan (DIN: 07222504) who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Whole-time Director of the Company.”

SPECIAL BUSINESS:

ITEM NO. 3 APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH KALEO HOSPITALITY AND REALTY PRIVATE LIMITED (FORMERLY KNOWN AS M/S. KALEO TECHNOLOGY SOLUTIONS PRIVATE LIMITED)

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial year 2024-25 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the Policy on Related Party Transaction(s) of Anlon Technology Solutions Limited (‘Company’) and in terms of Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and based on the approval of the Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), M/s. Kaleo Hospitality and Realty Private Limited (Formerly known as Kaleo Technology Solutions Private Limited),, a related party of the Company, as per the details set out in the explanatory statement annexed

to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(if any), may exceed the prescribed thresholds as per provisions of the Companies Act, 2013 as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 4 APPROVAL OF REMUNERATION OF MANAGING DIRECTOR MR. UNNIKRISHNAN NAIR PM:

To consider and if thought fit, to pass following resolution as special resolution:

“**RESOLVED THAT** Pursuant to the provisions of section 196 , 197, 198 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of Companies Act 2013 (including any amendments thereto or modification(s) or re-enactments(s) thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals and consent as may be required, consent of the members of the Company be and is hereby accorded to approve the remuneration of Mr. Unnikrishnan Nair PM, (DIN: 01825309), Managing Director of the Company until the expiry of his term of office, if not reappointed, with effect from 01.03.2024 on following term and conditions of remuneration:

1. Gross Salary of Rs. 8,50,000/- per month including components like Basic, HRA, Travel allowance, Medical allowance and city compensatory allowance with an annual increment of 15% of the Gross Salary
2. Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme

RESOLVED FURTHER THAT if in any financial year, during the aforesaid period, the Company has no profits or its profits are inadequate then in such circumstances Mr. Unnikrishnan Nair PM, Managing Director, may be paid remuneration in accordance with the provisions of Schedule V to the Companies Act 2013 or any modification(s) thereto or as may be decided by the Board of Directors.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper and expedient to give effect to this resolution and matters connected herewith and incidental hereto.”

ITEM NO. 5 APPROVAL OF REMUNERATION OF WHOLE-TIME DIRECTOR MRS.BEENA UNNIKRISHNAN:

To consider and if thought fit, to pass following resolution as special resolution:

“**RESOLVED THAT** Pursuant to the provisions of section 196 , 197,198 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of Companies Act 2013 (including any amendments thereto or modification(s) or re-enactments(s) thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals and consent as may be required, consent of the members of the Company be and is hereby accorded to approve the remuneration of Mrs. Beena Unnikrishnan, (DIN: 07222504), as Whole Time Director of the Company until the expiry of her term of office, if not reappointed, with effect from 01.03.2024 on following term and conditions of remuneration:

- a. Gross Salary of Rs. 2,50,000/- per month including components like Basic, HRA, Travel allowance, Medical allowance and city compensatory allowance with an annual increment of 15% of the Gross Salary
- b. Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme

RESOLVED FURTHER THAT if in any financial year, during the aforesaid period, the Company has no profits or its profits are inadequate then in such circumstances Mrs. Beena Unnikrishnan Whole-time Director, may be paid remuneration in accordance with the provisions of Schedule V to the Companies Act 2013 or any modification(s) thereto and as may be decided by the Board of Directors.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper and expedient to give effect to this resolution and matters connected herewith and incidental hereto.”

**By Order of the Board
For Anlon Technology Solutions Limited**

Sd/-

**Mrs. Meghana M P
Company Secretary
Membership No.: A42534**

**Date: 15.07.2024
Place: Bangalore**

**EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 3 to 5 of the accompanying Notice dated July 15, 2024:

For Item Nos. 3:

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds 10% of the Annual consolidated turnover of the Company, as per the last audited financial statements of the Company. Further, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% of the Annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

M/s. Kaleo Hospitality and Realty Private Limited (Formerly known as Kaleo Technology Solutions Private Limited) is a 'Related Party' within the meaning of the Companies Act, 2013.

The Company has existing transactions with M/s. Kaleo Hospitality and Realty Private Limited, which is in the ordinary course of business and at arm's length basis. However, the estimated value of transaction (existing and proposed) in respect of transactions with M/s. Kaleo Hospitality and Realty Private Limited for the financial year 2024-25 is likely to exceed 10% of the Annual consolidated turnover of the Company as per the last Audited financial statements of the Company. Thus, these transactions would require the approval of the Members by way of Resolution at the General Meeting and therefore approval of the Members is sought to enable the Board for entering into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the aforesaid parties during the Financial year 2024-25 subject to the limits mentioned in the table below:

Particulars	Details	
The name of the related party and nature of relationship;	Kaleo Hospitality and Realty Private Limited (Formerly known as Kaleo Technology Solutions Private Limited) Common Directors Mrs. Beena Unnikrishnan and Mrs. Veena Praveen are the Directors in Kaleo Hospitality and Realty Private Limited	
The nature, duration of the contract and particulars of the contract or arrangement;	Office Rent, Rent for Furniture & Fittings, Rent for Plant & Machinery, Technical Consultancy Service Charges, Purchase of goods and Construction related services. The Contract shall be valid for a period of 1 year and shall be renewed on yearly basis.	
The material terms of the contract or arrangement including the value, if any;	Office Rent	6,00,000
	Rent for Furniture & Fittings	6,00,000

	<table border="1"> <tr> <td>Rent for Plant & Machinery</td> <td>7,00,000</td> </tr> <tr> <td>Technical Consultancy Service Charges</td> <td>40,00,000</td> </tr> <tr> <td>Purchase of goods</td> <td>40,00,000</td> </tr> <tr> <td>Construction Services</td> <td>4,00,00,000</td> </tr> </table>	Rent for Plant & Machinery	7,00,000	Technical Consultancy Service Charges	40,00,000	Purchase of goods	40,00,000	Construction Services	4,00,00,000				
Rent for Plant & Machinery	7,00,000												
Technical Consultancy Service Charges	40,00,000												
Purchase of goods	40,00,000												
Construction Services	4,00,00,000												
	Yearly contract, subject to the approval of Board & Audit Committee.												
The maximum value per transaction which can be allowed	<table border="1"> <tr> <td>Office Rent</td> <td>33,500</td> </tr> <tr> <td>Rent for Furniture & Fittings</td> <td>33,500</td> </tr> <tr> <td>Rent for Plant & Machinery</td> <td>43,500</td> </tr> <tr> <td>Technical Consultancy Service Charges</td> <td>2,95,000</td> </tr> <tr> <td>Purchase of goods</td> <td>Subject to order placed</td> </tr> <tr> <td>Construction Services</td> <td>Based on Purchase Order</td> </tr> </table>	Office Rent	33,500	Rent for Furniture & Fittings	33,500	Rent for Plant & Machinery	43,500	Technical Consultancy Service Charges	2,95,000	Purchase of goods	Subject to order placed	Construction Services	Based on Purchase Order
Office Rent	33,500												
Rent for Furniture & Fittings	33,500												
Rent for Plant & Machinery	43,500												
Technical Consultancy Service Charges	2,95,000												
Purchase of goods	Subject to order placed												
Construction Services	Based on Purchase Order												
Any advance paid or received for the contract or arrangement, if any;	Nil												
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	<p>Price is determined based on the Memorandum of Understanding entered between Anlon Technology Solutions Limited and Kaleo Hospitality and Realty Limited.</p> <p>Construction Services and Purchase of goods based on Purchase Order.</p>												
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Yes, all relevant factors to the contract have been considered.												
Any other information relevant or important for the Board to take a decision on the proposed transaction.	NA												
The indicative base price or current contracted price and the formula for variation in the price, if any	NA												

None of the Directors or Managers or Key Managerial Personnel and their relatives except Mr. Unnikrishnan Nair PM, Mrs. Beena Unnikrishnan & Mrs. Veena Praveen are concerned or interested, financial or otherwise, in the aforesaid resolution.

Members may note that in terms of the provisions of the Companies Act, 2013 (the "Act"), the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 3.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 3 of the accompanying Notice to the shareholders for approval.

For Item Nos. 4 & 5:

The Board of Directors, in their meeting held on 15.07.2024, recommended for the approval of the remuneration of Mr. Unnikrishnan Nair PM, Managing Director of the Company, Mrs. Beena Unnikrishnan Whole-time Director of the Company until the expiry of their term of office, if not reappointed, as under:

Mr. Unnikrishnan Nair PM (Managing Director)	<p>1. Gross Salary of Rs. 8,50,000/- per month including components like Basic, HRA, Travel allowance, Medical allowance and city compensatory allowance with an annual increment of 15% of the Gross Salary</p> <p>2. Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme</p>
Mrs. Beena Unnikrishnan (Whole-time Director)	<p>1. Gross Salary of Rs. 2,50,000/- per month including components like Basic, HRA, Travel allowance, Medical allowance and city compensatory allowance with an annual increment of 15% of the Gross Salary</p> <p>2. Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme</p>

None of the Directors or Managers or Key Managerial Personnel and their relatives except Mr. Unnikrishnan Nair PM and Mrs. Beena Unnikrishnan are concerned or interested, financial or otherwise, in the aforesaid resolution.

The Board of Directors recommends the Special Resolution forming part of Item No. 4 & 5 of the accompanying Notice to the shareholders for approval.

Other Details as per the requirement of Companies Act, 2013:

I	General Information			
(1)	Nature of industry	<p>Provider of quality lifesaving and life cycle support for various high-end infrastructural projects.</p> <p>Spare parts distributors and after-sales service providers for all the equipment supplied by our associates. We work with all the major airports in India such as Delhi, Mumbai, Hyderabad, Bangalore, Chennai, Refineries, Municipal Corporations etc., with whom we have Annual Maintenance Contracts.</p>		
(2)	Date or expected date of commercial production	Existing Company in operation since 2015		
(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	In the financial year 2023-24, the Company has made a turnover of Rs. 3502.07 Lakhs.		
(5)	Foreign investments or collaborations, if any.	Not Applicable		
(II)	Information about the appointee	<table border="1"> <tr> <td>Mr. Unnikrishnan Nair PM</td> <td>Mrs. Beena Unnikrishnan</td> </tr> </table>	Mr. Unnikrishnan Nair PM	Mrs. Beena Unnikrishnan
Mr. Unnikrishnan Nair PM	Mrs. Beena Unnikrishnan			

(1)	Back ground details	<p>Mr. Unnikrishnan Nair P M, aged 56 years. He joined our company since incorporation as the General Manager. He is currently the Chairman of the Board, Managing Director and Promoter of our Company.</p> <p>He holds Bachelor's degree in Engineering – Mechanical from Bangalore University. He has more than 30 years of experience in the industry. At present, he is responsible for the overall management, day to day affairs and is the guiding force behind the strategic decisions of our Company.</p>	<p>Mrs. Beena Unnikrishnan, aged 55 years. Postgraduate in Hindi Literature is the Co-Founder and Promoter of Anlon Technology Solutions Limited since the year 2015.</p> <p>She holds Bachelors Degree in Arts from University of Kerala. She has more 10 than years of experience in the Human Resources, operations and financial matters.</p>												
(2)	Past remuneration	<table border="1" data-bbox="751 853 1096 931"> <tr> <td>2021-22</td> <td>2022-23</td> <td>2023-24</td> </tr> <tr> <td>Nil</td> <td>57.41</td> <td>91.00</td> </tr> </table>	2021-22	2022-23	2023-24	Nil	57.41	91.00	<table border="1" data-bbox="1118 853 1468 931"> <tr> <td>2021-22</td> <td>2022-23</td> <td>2023-24</td> </tr> <tr> <td>9.75</td> <td>16.98</td> <td>30.25</td> </tr> </table>	2021-22	2022-23	2023-24	9.75	16.98	30.25
2021-22	2022-23	2023-24													
Nil	57.41	91.00													
2021-22	2022-23	2023-24													
9.75	16.98	30.25													
(3)	Recognition or awards	Long service award was presented in June, 2023	Long service award was presented in June, 2023												
(4)	Job profile and his suitability	Since Mr. Unnikrishnan Nair PM took charge as Managing Director in April, 2022, the company has achieved all-round excellence in its business of Industrial Infrastructure. On 10 th January, 2023 the Company has listed its securities on National Stock Exchange of India Limited.	Mrs. Beena Unnikrishnan lead the for Human Resources department of the organisation in a supervisory role.												
(5)	Remuneration proposed	<p>Gross Salary of Rs. 8,50,000/- per month including components like Basic, HRA, Travel allowance, Medical allowance and city compensatory allowance with an annual increment of 15% of the Gross Salary</p> <p>Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme</p>	<p>Gross Salary of Rs. 2,50,000/- per month including components like Basic, HRA, Travel allowance, Medical allowance and city compensatory allowance with an annual increment of 15% of the Gross Salary</p> <p>Performance Bonus – up to 100% of the Gross Salary, payable in cash or by allotment of shares as per Company Scheme</p>												
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is in line with the Industry standards on comparative Company basis													
(7)	Pecuniary relationship directly or indirectly with the company, or	Holding Shares and Directorship as well	Holding Shares and Directorship as well												

	relationship with the managerial personnel, if any.		
(8)	Original Date of Appointment	March 28, 2022	28.07.2015
(9)	Shareholding in the company	19,38,433	19,37,632
(10)	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Spouse of Mrs. Beena Unnikrishnan	Spouse of Mr. Unnikrishnan Nair PM
(11)	The number of Meetings of the Board attended during the year	8	8
(12)	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Member of Audit Committee and Chairman of Corporate Social Responsibility Committee	Member of Corporate Social Responsibility Committee and Member of Stakeholder Relationship Committee Director in M/s. Kaleo Hospitality and Realty Private Limited.
(III)	Other information		
(1)	Reasons of inadequate profits	Company is earning sufficient profits, however for the ease of procedural compliance, if required in future, the Company is going for additional compliance	
(2)	Steps taken or proposed to be taken for improvement	Not Applicable, as Company is profit generating Company	
(3)	Expected increase in productivity and profits in measurable terms.	Expected increase in turnover 10-20% each year	

**ANNEXURE TO THE NOTICE
DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE
9TH ANNUAL GENERAL MEETING**

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard - 2 (SS-2) issued by ICSI on General Meetings, the particulars of the aforesaid Director seeking re-appointment at the AGM are given below:

Name	Mrs. Beena Unnikrishnan
Directors Identification Number (DIN)	07222504
Date of Birth	09.04.1969
Age	55
Original Date of Appointment	28.07.2015
Designation (at which appointment was made)	Whole-time Director
Qualification	Post Graduate in Hindi Literature
Areas of experience	10 years of experience in the field of Human Resources.
List of Directorship held in other Companies	Kaleo Hospitality and Realty Private Limited
Listed entities from which the person has resigned in the past three years	Nil
Names of listed entities in which the person also holds the Directorship	Nil
No. of Board Meetings attended during Financial Year 2023-24	8
Chairman/ Member of Committees of other Companies	Member of CSR Committee and Stakeholder relationship Committee
No. of shares held in the Company	19,37,632
Remuneration last drawn (FY 2023-24)	30.25 Lakhs
Relationship between Directors interse	She is wife of Managing Director Mr. Unnikrishnan Nair PM
Remuneration proposed to be paid	Managerial Remuneration as decided by the Board for the FY 2024-2025
Terms and conditions of re-appointment	Liabe to retire by rotation, original terms of appointment would follow i.e. For a period of five (05) years with effect from March 28, 2022

**By Order of the Board
For Anlon Technology Solutions Limited**

Sd/-

**Mrs. Meghana M P
Company Secretary
Membership No: A42534**

**Date: 15.07.2024
Place: Bangalore**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No.09/2023 read with General Circular no. 11/2022 dated December 28, 2022 read with General Circular No. 2/2022 dated May 5, 2022 read with Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 and read with General Circular No. 02/2021 dated 13.01.2021 (hereinafter collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 Dated October 07, 2023 READ WITH Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 permitted the holding of General Meetings through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM, which does not require physical presence of members. In compliance with these Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of the AGM is to be sent only through electronic mode and to only those members whose names appear in the register of Members as on April 26, 2024 and whose e-mail IDs are registered with the Registrar and Share Transfer Agent/Depository Participant.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS NOT ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF SINCE THIS MEETING IS HELD THROUGH VC/OAVM.
3. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to erixadvisors@gmail.com with a copy marked to the Company at office.anlon@anlon.co.in and to its RTA at Rnt.helpdesk@linkintime.co.in
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Notice of the AGM will be available on the Company’s website i.e. www.anlon.co as well as on the LIPL website i.e. <https://linkintime.co.in/> and on stock exchange website i.e. www.nseindia.com
6. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company’s Registrar & Transfer Agents.
7. Members holding shares in physical form are requested to notify/ send the following to the Company’s Registrar and Share Transfer Agents to facilitate better service:
 - a. any change in their address/ mandate/ bank details
 - b. particulars of their bank account in case the same have not been sent earlier, and
 - c. share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.
9. As per Regulation 40 of SEBI 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, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

10. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to send their queries to the Company through email on office.anlon@anlon.co.in at least seven days in advance of the meeting in order to keep the information required readily available at the meeting.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Depository Participants ('DP') for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Shareholders who have not got their e-mail address registered or wish to update a fresh e-mail address may do so by submitting the attached E-mail Registration-Cum Consent Form duly filled and signed along with a self-attested scanned copy of their PAN Card and AADHAAR Card to the Company at the e-mail address office.anlon@anlon.co.in consenting to send all communications/ and other documents in electronic form.
13. Nomination facility for shares is available for Members. For Members holding shares in physical form, the prescribed form can be obtained from the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited having address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai - 400 083. For Members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
14. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register their e-mail IDs with M/s. Link Intime India Private Limited for receiving Notices and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.

15. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited (LI IPL), on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LI IPL). The facility for e-voting shall also be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting.
- II. The Member(s) who have cast their vote by remote e-voting prior to the AGM, may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- III. **The remote e-voting period commences on Tuesday, August 06, 2024 (IST 9.00 A.M.) and ends on Thursday, August 08, 2024 (IST 5.00 PM).** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date of Friday, August 02, 2024**, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time. The remote e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

A person who is a Member as on the cut-off date shall only be entitled for availing the Remote e-voting facility or e-voting at the Meeting.

A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

IV. The process and manner for remote e-voting is as under:

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a) Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
 - b) Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID.
 - c) Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. Folio Number registered with the Company.
5. Your Password details are given below:
If you are using e-voting system of LIPL:
<https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section, register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with Depository Participant or in the Company record are requested to use the sequence number which is shared in the mail sent by LIPL indicated in the PAN Field. Enter the DOB (Date of Birth)/ DOI as recorded with Depository Participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
	OR
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio number. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above-mentioned details are not recorded with the Depository Participants or Company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/ or voted on an earlier voting of any company, then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:
Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid e-mail address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/ her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details, etc. and confirm. (The password should contain minimum 8 characters,

at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e- voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

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

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View “Event No” of the Company, you choose to vote,
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log onto e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian/ Mutual Fund/ Corporate Body’.

They are also required to upload a scanned certified true copy of the Board Resolution/ authority letter/ power of attorney, etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the ‘Custodian/ Mutual Fund/ Corporate Body’ login for the Scrutinizer to verify the same. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.

- Shareholders holding multiple folios/ demat account shall choose the voting process separately for each of the folios/ demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an e-mail to enotices@linkintime.co.in or Call on 022-49186175.
- A copy of this Notice has been placed on the website of the Company and the website of Link Intime India Pvt. Ltd.

Instructions for Members to Vote during the Annual General Meeting (AGM) through InstaMeet:

Once the electronic voting is activated by the Scrutinizer during the Meeting, the Members who have not exercised their vote through the remote e-voting can cast their vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered e-mail Id) received during registration for InstaMeet and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.

Enter the number of shares (which represents No. of votes) as on the cut-off date under ‘Favour/Against’.
You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Members who will be present in the Annual General Meeting through InstaMeet facility 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 facility during the Meeting.

Members who have voted through Remote e-Voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the Meeting.

In case the Members have any queries or issues regarding e-voting, you can write an e-mail to instameet@linkintime.co.in or Call on 022-49186175.

V. Instructions for Members for attending the Annual General Meeting (AGM) through InstaMeet (VC/OVAM):

Instructions for Members to attend the AGM through InstaMeet (VC/OAVM) are as under:

- 1) Members are entitled to attend the AGM through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the AGM through VC/ OAVM shall open 15 minutes before the time scheduled for the AGM and will be available to the Members on first come first serve basis.
- 2) Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the AGM. Members with > 2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, etc. may be allowed to the Meeting without restrictions of first come first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the Meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
- 3) Members will be provided with InstaMeet facility wherein they shall register their details and attend the AGM as under:
 1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with your following details:
 - a. Demat Account No.: Enter your 16 digit Demat Account Number or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
 2. Click “Go to Meeting”

Note:

Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via MobileHotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the Members have any queries or issues regarding e-voting, they can write an e-mail to Rnt.helpdesk@linkintime.co.in or Call on 022-49186175.

Instructions for Members to register themselves as Speakers during Annual General Meeting:

Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, e-mail id, mobile number at office.anlon@anlon.co.in from **Tuesday, August 06, 2024 (IST 9.00 A.M.) to Thursday, August 08, 2024 (IST 5.00 PM)**.

Members who would like to ask questions, may send their questions in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at office.anlon@anlon.co.in. The same will be replied by the Company suitably.

Note:

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

Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the Meeting.

VI. Other Instructions

CS Payal Gupta, Practicing Company Secretary has been appointed as Scrutinizer for the purpose of remote e-voting and e-voting at the AGM. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and Link Intime India Pvt. Ltd. immediately after declaration of results by the Chairman or person authorized by him in writing. The results would be communicated to National Stock Exchange of India Limited and will be placed on their website thereafter. The result will also be displayed on the Notice Board of the Company at its Registered Office and the Corporate Office.



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: **U74900MH2015PLC295795**

Name of the Company: **ANLON TECHNOLOGY SOLUTIONS LIMITED**

Registered office: Gala No. 12 & 13 Sahakar Industrial Estate Plot No 164/166 Vasai Road, East Mumbai-40120

Name of the member (s) :	
Registered address :	
E-mail Id:	
Folio No:	

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

1. Name:	2. Name:
Address:	Address:
E-mail Id:	E-mail Id:
Signature:, or failing him	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Nineth Annual General Meeting of the Company to be held on Friday, 9th August 2024 at (11.00 AM) through Video Conference ('VC')/ Other Audio-Visual Means ('OAVM') and at any adjournment thereof in respect of resolutions mentioned in the notice.

Resolution No.:

1. Adoption of Audited financial Statements
2. Re-appointment Mrs. Beena Unnikrishnan (DIN: 07222504) as a Whole-time Director liable to retire by rotation
3. Approval of material related party transaction with M/s. Kaleo Hospitality and Realty Private Limited (Formerly known as Kaleo Technology Solutions Private Limited).
4. Approval of Remuneration of Managing Director Mr. Unnikrishnan Nair PM
5. Approval of Remuneration of Whole-time Director Mrs. Beena Unnikrishnan

Signature of shareholder

Signature of Proxy holder(s)

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.