

Anant Raj Limited

(Formerly Anant Raj Industries Limited)

CIN : L45400HR1985PLC021622

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ARL/CS/12930

June 05, 2019

<p>The Manager Listing Department B S E Limited, Phiroze Jee Jee Bhoy Towers, Dalal Street, Mumbai – 400001</p> <p>Scrip code: ANANTRAJ 515055</p>	<p>The Secretary, National Stock Exchange of India Limited, “Exchange Plaza”, 5th Floor, Plot No. C/1, G-Block, Bandra – Kurla Complex, Bandra (E), Mumbai-400051</p> <p>Scrip code: NSE ANANTRAJ EQ</p>
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Sub: Publication of Notice of NCLT Convened Meetings of shareholders and Creditors in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in connection with Composite Scheme of Arrangement for amalgamation and demerger.

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find attached herewith, copy of Combined Newspaper Advertisement, in respect of the Notices of Hon'ble National Company Law Tribunal, Chandigarh Bench at Chandigarh Convened meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors in connection with the Composite Scheme of Arrangement for amalgamation and demerger involving the amalgamation of Anant Raj Agencies Private Limited ('Amalgamating Company' or 'ARAPL') with and into Anant Raj Limited ('Amalgamated Company' or 'ARL' or 'Demerged Company'), and immediately thereupon, the demerger of the 'Projects Division' (i.e. the demerged undertaking) of the Demerged Company into Anant Raj Global Limited ('Resulting Company' or 'ARGL') under the provisions of Sections 230 – 232 read with Sections 52 and 66 of the Companies Act, 2013 ('Act') as per the order of Hon'ble National Company Law Tribunal, Chandigarh Bench at Chandigarh dated May 17, 2019, published in Indian Express (English, Delhi NCR Edition) and Jansatta (Hindi, Delhi NCR Edition) on 5th June, 2019.

This is for your information and record.

Thanking You,

Yours faithfully,

For Anant Raj Limited

Manoj Pahwa
Company Secretary
A7812

Encl.: as above

IN THE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT CHANDIGARH, ORIGINAL JURISDICTION
COMPANY APPLICATION (CAA) NO. 8/Chd/Hry/2019

IN THE MATTER OF:

SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF:

ANANT RAJ AGENCIES PRIVATE LIMITED, HAVING ITS REGISTERED OFFICE AT PLOT NO. CP-1, SECTOR-8, IMT MANESAR, GURGAON, HARYANA-122051

AND

(AMALGAMATING COMPANY/APPLICANT COMPANY 1)

ANANT RAJ LIMITED HAVING ITS REGISTERED OFFICE AT PLOT NO. CP-1, SECTOR-8, IMT MANESAR, GURGAON, HARYANA-122051

AND

(AMALGAMATED COMPANY / DEMERGED COMPANY/APPLICANT COMPANY 2)

ANANT RAJ GLOBAL LIMITED, HAVING ITS REGISTERED OFFICE AT PLOT NO. CP-1, SECTOR-8, IMT MANESAR, GURGAON, HARYANA-122051

(RESULTING COMPANY/APPLICANT COMPANY 3)

ADVERTISEMENT OF NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS (INCLUDING THE PUBLIC SHAREHOLDERS), SECURED CREDITORS AND UNSECURED CREDITORS OF ANANT RAJ LIMITED (I.E. THE AMALGAMATED COMPANY / DEMERGED COMPANY / APPLICANT COMPANY 2).

Notice is hereby given that by the order dated 17th May, 2019 in Company Application (CAA) No. 8/Chd/Hry/2019 (the "Order"), the Hon'ble National Company Law Tribunal, Chandigarh Bench at Chandigarh ("NCLT"), has directed separate meetings to be held of the equity shareholders, secured creditors and the unsecured creditors of Anant Raj Limited (the "Amalgamated Company/ Demerged Company") for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the composite scheme of arrangement for amalgamation and demerger among Anant Raj Agencies Private Limited (i.e. the Amalgamating Company), the Amalgamated Company / Demerged Company and Anant Raj Global Limited (i.e. the Resulting Company) and their respective shareholders and creditors ("Scheme") under Sections 230-232 read with Sections 52 and 66 of the Companies Act, 2013 ("Act").

In pursuance of the said Order and as directed therein, further notice is hereby given that the aforesaid meetings of the equity shareholders, secured creditors and the unsecured creditors of the Amalgamated Company/ Demerged Company will be held as under, at which time and place, the said equity shareholders, secured creditors and the unsecured creditors of the Amalgamated Company/ Demerged Company are requested to attend:

Sr.No.	Class of Meeting	Day & Date of Meeting	Time of Meeting	Venue of Meeting
1	Equity Shareholders	Saturday, 6th July, 2019	11:00 A.M.	Plot No. CP-1, Sector 8, IMT Manesar, Gurgaon, Haryana - 122051.
2	Secured Creditors		12:30 P.M.	
3	Unsecured Creditors		2:30 P.M.	

Copies of the notices in relation to the aforementioned meetings together with the documents accompanying the same, including the Scheme, the relevant explanatory statements under Section 102 read with Sections 230(3), 232(1) and 232(2) of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Rules"), the form of proxy and the attendance slip can be obtained free of charge on any day (except Saturday, Sunday and public holidays) within one (1) day on a requisition being so made for the same by an equity shareholder, secured creditor and unsecured creditors of the Amalgamated Company/ Demerged Company at the registered office of the Amalgamated Company/ Demerged Company at Plot No. CP-1, Sector-8, IMT Manesar, Gurgaon, Haryana-122051, India and/ or from the office of the advocate of the Amalgamated Company/ Demerged Company, Mr. Suman Kumar Jha, Corporate Professionals Advisors & Advocates, D-28, South Extension Part -1, New Delhi - 110049 during business hours.

Persons entitled to attend and vote at the aforementioned meetings, may vote in person or by proxy at the relevant meeting (or through postal ballot or through electronic means in the case of the equity shareholders meeting), provided that all proxies in the prescribed form, duly completed and signed are deposited at the registered office of the Amalgamated Company/ Demerged Company as mentioned above, not later than 48 (forty eight) hours before the scheduled time of the commencement of the aforesaid meetings. Forms of proxy can be obtained free of charge from the registered office of the Amalgamated Company/ Demerged Company and/ or from the office of its advocate as mentioned above during business hours.

The NCLT has appointed Mr. Dhritiman Bhattacharya, Advocate, as the Chairperson of the meetings, Ms. Gunjan Bansal, Advocate, as the Alternate Chairperson of the meetings and Mr. Prince Chadha, Company Secretary as the Scrutinizer of the meetings. The Scheme, if approved at the aforesaid meetings, will be subject to the subsequent approval of the NCLT.

Further Notice is hereby given to the equity shareholders (including the public shareholders) of the Amalgamated Company/ Demerged Company that:

- In compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Act; (ii) Rule 6(3)(xi) of the Rules; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (v) SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, as amended from time to time ("SEBI Circular") and other relevant laws and regulations, as may be applicable, the Amalgamated Company/ Demerged Company has provided the facility of voting by postal ballot and e-voting so as to enable the equity shareholders, which includes the public shareholders, to consider and approve the Scheme. Accordingly, voting by the equity shareholders of the Amalgamated Company/ Demerged Company shall be carried out through (i) postal ballot or e-voting and (ii) polling paper at the venue of the meeting. The Amalgamated Company/ Demerged Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting services;
- The cut off date for determining the eligibility of the equity shareholders for voting through postal ballot or e-voting or voting at the venue of the meeting is Friday 24th day of May, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled for voting. Persons who are not equity shareholders of the Amalgamated Company/ Demerged Company as on the cut-off date should treat the notice for information purposes only;
- Voting through postal ballot and e-voting by the equity shareholders will commence at 9.00 A.M. on Thursday, 6th day of June, 2019 and shall close at 5.00 P.M. on Friday, 5th day of July, 2019;
- Duly completed and signed postal ballot forms should reach the Scrutinizer on or before 5:00 P.M. on Friday, 5th day of July, 2019. Any postal ballot form received after 5:00 P.M. on Friday, 5th day of July, 2019, shall not be considered and shall be treated as if the reply from the equity shareholders has not been received. Further, e-voting module shall be disabled by NSDL for voting on Friday, 5th day of July, 2019 at 5:00 P.M.;
- The Amalgamated Company/ Demerged Company has been completed the dispatch of Notices along with the postal ballot form with instructions and a self-addressed Business Reply Envelope and Postal Stamp amongst others, to the equity shareholders holding shares in either physical form or in dematerialized form, as on the cut-off date i.e. Friday 24th day of May, 2019, on Monday, 3rd June, 2019.
- The Amalgamated Company/ Demerged Company has also sent e-mail of the Postal Ballot Notice along with the details of User Id and Password to the shareholders whose email ids are registered against their account in the records of Depository Participants and with the Company;
- Equity shareholders who have not received the postal ballot form can either download the same from the website of the Amalgamated Company/ Demerged Company, www.anantrajlimited.com or obtain duplicate postal ballot from the registered office of the Amalgamated Company/ Demerged Company as stated above;
- During the voting period, the equity shareholders can opt for only one mode for voting i.e. either by postal ballot or e-voting. In case any equity shareholder cast the vote both via postal ballot and e-voting, then voting validly done through e-voting shall prevail. Equity shareholders who have cast their votes through postal ballot or e-voting may attend the meeting but shall not be entitled to cast their vote again;
- Once the vote is cast by an equity shareholder, he or she will not be allowed to change it subsequently.
- The cut off date for determining the eligibility of the secured creditors and unsecured creditors of the Amalgamated Company/ Demerged Company for voting at the venue of the meeting is 31st day of January, 2019;
- The Notice including the postal ballot and e-voting instructions are available on the website of the Amalgamated Company/ Demerged Company at www.anantrajlimited.com and on the website of NSDL at <https://www.evoting.nsdl.com>.
- In case of any query/grievance in relation to the voting by postal ballot may be addressed to Mr. Manoj Pahwa, Company Secretary of the Amalgamated Company/ Demerged Company at its registered office as stated above, Email manojpahwa@anantrajlimited.com; Phone: -Tel:011-43559153, 43559164; In case of any query you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Sd/- For Anant Raj Limited
Amar Sarin
Director
DIN: 00015937

Authorized Persons
Sd/- Aman Sarin
Chief Operating Officer (COO)

Sd/- Dhritiman Bhattacharya, Advocate,
Chairperson for the NCLT
Convened Meetings of the Equity
Shareholders, Secured Creditors
and Unsecured Creditors of Anant Raj Limited

Dated: 4th day of June, 2019

Place: Manesar, Gurgaon, Haryana

