

# Anant Raj Limited

(Formerly Anant Raj Industries Limited)

CIN : L45400HR1985PLC021622

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ARL/CS/13040

September 17, 2020

<p>The Manager Listing Department <b>B S E Limited,</b> Phiroze Jee Jee Bhoy Towers, Dalal Street, Mumbai – 400001</p> <p>Scrip code: ANANTRAJ 515055</p>	<p>The Secretary, <b>National Stock Exchange of India Limited,</b> “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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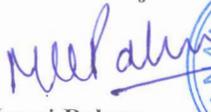
**Sub: Submission of Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

In reference to the compliance of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, we are enclosing herewith the Annual Secretarial Compliance Report issued by Ms. Priya Jindal, Practicing Company Secretary for the financial year ended 31<sup>st</sup> March, 2020.

Kindly take the same on record.

Thanking You,  
For Anant Raj Limited

  
Manoj Pahwa  
Company Secretary  
A7812



Encl: As above



PRIYA JINDAL  
36, Lok Nayak Apartments,  
Sector-9, Rohini, Delhi-110085

The Company Secretary  
Anant Raj Limited,  
Plot No. CP-1,  
Sector-8 IMT Manesar  
Gurgaon-122051

**Sub: Annual Secretarial Compliance Report**

Sir/ Madam,

I, Priya Jindal, Practicing Company Secretary have examined

(a) all the documents and records made available to us and explanation provided by the Company ("the listed entity"),

(b) the filings/submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity, and

(d) any other document/ filing, as may be relevant, which has been relied upon to make his certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and

b) the Securities and Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

a) Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015;

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable as the Company has not issued any fresh issue of shares during the review period.**

c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable as the Company has not buy back its shares during the review period.**

e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable as the Company has not issued any shares-based employee benefits during the review period.**

- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable as the Company has not issued any debt securities during the review period.**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not Applicable as the Company has not issued any Non-Convertible and Redeemable Preference Shares during the review period.**
- h) Securities and Exchange Board of India (Prohibition of Insider trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;  
and circulars /guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that, during the review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	As per Regulation 31 of SEBI (LODR) Regulations 2015, the listed entity shall submit to the Stock exchange(s) a statement showing holding of securities and shareholding pattern separately for each class of securities, in the format specified by the Board from time to time on a quarterly basis, within twenty one days from the end of each quarter;	For the Quarter ended 30 <sup>th</sup> September, 2019 the Company filed the Shareholding pattern on October 22, 2019 i.e. with a delay of one day.	The Company filed the Shareholding Pattern with a delay of one day for the quarter ended 30 <sup>th</sup> September, 2019.
2	As per Regulation 17(1) of SEBI (LODR) Regulations 2015, the Board of Directors should have optimum combination of executive and non-executive Directors with at least one woman director and not less than fifty per cent. of the board of directors shall comprise of non-	As on April 01, 2019, The composition of Board of directors consisted of 9 Directors including 5 promoter Directors and	One Promoter Director resigned on 22 May, 2019. Hence, the Discrepancy in composition of the Board of Directors stand rectified.

	Executive Directors	4 Independent Directors.  And as per proviso to Reg. 17(1)(b), where the regular non-executive chairperson is a promoter of the listed entity, at least half of the board of directors of the listed entity shall consist of Independent Directors. Therefore the Composition was not in compliance of Reg. 17(1).	
3.	As per Section 123 of the Companies Act, 2013 if Dividend has been declared by the Company, it has to be paid within a period of 30 days from the date of the declaration to any shareholder entitled to the payment of the dividend	The Company has made a delay of two days in the payment of Dividend to its Shareholders.  Further, No Dividend has been paid to the Promoter Group of the Company.	As per letter received by the Company, the Promoters of the Company have waived off the receipt of Dividend.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued together in so far as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary
1	NSE and BSE	Non-compliance under Regulation 17(1) of SEBI (LODR) Regulations 2015	The Stock Exchange(s) had levied the penalty for the quarter ended on June 2019.	<p>The composition of Board of director consisted of 5 promoter Directors and 4 Independent Directors as on March 31, 2019. One Promoter Director resigned on 22 May, 2019. Hence, the Discrepancy in composition of the Board of Directors stand rectified.</p> <p>Further the Company has paid the Penalty levied by the Exchange(s).</p>
2	NSE and BSE	Non-compliance under Regulation 44(3) of SEBI (LODR) Regulations 2015	The Stock exchange(s) has levied Penalty for Delay in the submission of Voting results for the Court Convened Meeting as per Regulation 44(3).	<p>The meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors for approving the Scheme of Arrangement was held on July 06, 2019 as per the direction of Hon'ble NCLT.</p> <p>The</p>

				<p>Chairperson appointed by the Hon'ble NCLT submitted the report on 12<sup>th</sup> July, 2019 before the Hon'ble NCLT and thereafter provided the same along with scrutinizer report to the Company.</p> <p>Proper Disclosure of the Voting results were made by the Company on the Stock Exchange (s) and NSDL e-voting Portal and on the Website of the Company as soon as receipt of report from Chairperson appointed by the Hon'ble NCLT.</p> <p>The report, therefore had been disclosed in the Public Domain within 48 hours of receiving the report.</p>
3	NSE	Non-Compliance of Regulation 30 of the SEBI (LODR)	The Stock exchange sought clarification regarding any information /announcement	The Company submitted its reply stating that the movement in the price is

		Regulations, 2015	(including impending announcement) which in the opinion of the Company have a bearing on the price / volume behavior in the scrip of the Company.	industry related and factors external to Company.  The Promoters/Directors/KMPs have complied with all the laws in respect to sale or purchase of shares of the Company.
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d) The listed entity has taken the following actions to comply with the Observations made in previous reports: -

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The composition of Board of director consists of 5 promoter Directors and 4 Independent Director as on March 31, 2019. One Promoter Director has resigned on 22 May, 2019. Hence as on the date of this report the Discrepancy in composition	In the previous report dated May 30, 2019, it was reported that the composition of Board of directors of Company consisted of 5 Promoter Directors and 4 Independent Directors as on March 31, 2019, which was not in line with the provisions of Regulation	On May 22, 2019 one of the Promoter Director resigned and as a consequence of which the Combination of executive and Non-executive Directors became optimal in compliance with the Regulation 17(1) of SEBI (LODR) Regulations, 2015.	With effect from May 22, 2019, the Company has complied with the provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015 and needs no further explanation.

	of the Board of Directors stand rectified.	17(1) of SEBI (LODR) Regulations, 2015.		
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We further report that, the listed entity has complied with points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019 and that they have incorporated all the terms and conditions in the respective appointment letter/supplemental letter issued to the Statutory Auditor.

**Place: New Delhi**  
**Date: 05.08.2020**  
**UDIN: A052116B000547831**

**PRIYA**  
**JINDAL**

Digitally signed by  
PRIYA JINDAL  
Date: 2020.08.05  
16:51:53 +05'30'

**Priya Jindal**  
**CP No.:20065**