

Anant Raj Limited

(Formerly Anant Raj Industries Limited)

CIN : L45400HR1985PLC021622

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ARL/CS/12915

April 15, 2019

<p>The Manager Listing Department The B S E Limited, Phiroze Jee Jee Bhoy Towers, Dalal Street, Mumbai – 400001</p> <p>Scrip code: ANANTRAJ 515055</p>	<p>The Secretary, The 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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Subject: Quarterly Corporate Governance Report for the quarter and year ended March 31, 2019.

Dear Sir,

Pursuant to Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report of the Company on Corporate Governance for the quarter and year ended March 31, 2019;

This is for your information and records.

Thanking You,

Yours faithfully

For **Anant Raj Limited**

Manoj Pahwa

Company Secretary

Membership No: A-7812

Encl: As above

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: - Anant Raj Limited

CIN No: L45400HR1985PLC021622

Quarter ended on: - March 31, 2019

I. Composition of Board of Directors								
Title (Mr./Ms./Mrs)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of appointment in the current term/cessation	Tenure of Director (In Months)	Number of Directorship in listed entities including this listed entity	Number of Memberships in Audit/ Stakeholder Committee(s) including this listed entity	Number of Chairperson post of in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Ashok Sarin	AAKPS7324R & 00016199	Chairperson & Non-Executive Director	19/10/1992	N.A	01	01	0
Mr.	Anil Sarin	AAKPS7320M & 00016152	Executive & Managing Director	31/12/2017	N.A	01	01	0
Mr.	Amit Sarin	AAKPS7322K & 00015837	Whole Time Director & CEO	09/07/2014	N.A	01	0	0
Mr.	Brajindar Mohan Singh	ADHPS5481M & 02143830	Independent Director	30/09/2014	54	04	02	0
Mr.	Ambarish Chatterjee	AAAPC3232E & 00653680	Independent Director	30/09/2014	54	02	03	02
Mr.	Maneesh Gupta	ADCPG3867G & 00129254	Independent Director	30/09/2014	54	01	02	0
Mr.	Amar Sarin	AQNPS5120J & 00015937	Non - Executive Director	01/06/2018	-	01	0	0



Mrs.	Chanda Sachdev	AALPS3732Q & 00133217	Non - Executive Director	01/06/2018	-	01	0	0
Ms.	Sushmaa Chhabra	ACSPC9301L & 01727941	Independent Director	01/06/2018	10	01	0	0

II. Composition of Committees								
Name of Committee		Name of Committee members			Category/(Chairperson/Executive/ Non-Executive/Independent/Nominee)			
Audit Committee		Sh. Ambarish Chatterjee (Chairman) Sh. Ashok Sarin (Member) Sh. Brajindar Mohan Singh (Member) Sh. Maneesh Gupta (Member)			Non-Executive & Independent Director Non-Executive Director Non-Executive & Independent Director Non-Executive & Independent Director			
Nomination & Remuneration Committee		Sh. Maneesh Gupta (Chairman) Sh. Ambarish Chatterjee (Member) Sh. Brajindar Mohan Singh (Member)			Non-Executive & Independent Director Non-Executive & Independent Director Non-Executive & Independent Director			
Risk Management Committee (if applicable)		N.A			N.A			
Stakeholders Relationship Committee		Sh. Ambarish Chatterjee (Chairman) Sh. Anil Sarin (Member) Sh. Maneesh Gupta (Member)			Non-Executive & Independent Director Executive Director Non-Executive & Independent Director			
Corporate Social Responsibility Committee		Sh. Brajindar Mohan Singh (Chairman) Sh. Amit Sarin (Member) Sh. Anil Sarin (Member)			Non-Executive & Independent Director Executive Director Executive Director			



III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		Maximum gap between any two consecutive meetings (in number of days)
18 th October, 2018	14 th February, 2019		118 days is the maximum time gap between two consecutive meeting i.e (18 th October, 2018 - 14 th February, 2019)
	15 th March, 2019		28 days is the maximum time gap between two consecutive meeting i.e (14 th February, 2019-15 th March, 2019)

IV. Meeting of Committees			
Date(s) of Meeting of Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
I. Audit Committee			
14 th February, 2019	Required quorum was met.	18 th October, 2018	118 days is the maximum time gap between two consecutive meeting i.e (18 th October, 2018 - 14 th February, 2019)



2. Nomination and Remuneration Committee				
	14 th February, 2019	Required quorum was met.	04 th October, 2018	132 days is the maximum time gap between two consecutive meeting i.e (4 th October, 2018-14 th February, 2019)
	29 th March, 2019	Required quorum was met.	04 th October, 2018	175 days is the maximum time gap between two consecutive meeting i.e (4 th October, 2018 - 29 th March, 2019)
3. Stakeholders Relationship Committee				
	7 th January, 2019	Required quorum was met.	9 th October, 2018	89 days is the maximum time gap between two consecutive meeting i.e (9 th October, 2018-7 th January, 2019)

V. Related Party Transactions			Compliance status (Yes/No/NA)
	Subject		
	Whether prior approval of audit committee obtained	Yes	
	Whether shareholder approval obtained for material RPT	N.A	
	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
VI. Affirmations			



1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **No***
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a) Audit Committee: **Yes**
 - b) Nomination & Remuneration Committee: **Yes**
 - c) Stakeholders Relationship Committee: **Yes**
 - d) Risk Management Committee (applicable to the top 100 listed entities) **N.A.**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
 - a. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here: *The Board had taken note of the report of corporate governance of previous quarter ended on 31st December, 2018, submitted in terms of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 in the meeting held on 14th February, 2019 The Board had no comments/observations/advice on the same.*
 - c. This report for the quarter ended March 31, 2019 will be placed before the Board of Directors in its forthcoming meeting.

* As at 31st March 2018, the Company had proper composition of the Board of Directors in terms of the Regulation but during the year the Company appointed three new directors i.e. two Non-Executive Directors and one Independent Director, which disturbed the composition of the Board. However, the Company is in the process of identifying one more independent Director to comply with the Regulations.

Manoj Pahwa
Company Secretary

Date: April 15, 2019
Place: New Delhi



COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR WHOLE OF THE FINANCIAL YEAR ENDED MARCH 31, 2019

Name of the Company: - Anant Raj Limited

CIN No: L45400HR1985PLC021622

Year ended on: - March 31, 2019

I. Disclosure of Website in terms of Listing Regulations		Compliance Status (Yes/No/N.A.)
Item		
Details of business		Yes
Terms and Conditions of appointment of Independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		N.A
Policy on dealing with related party transactions		Yes
Policy on determining of 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact Information of the Designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
Email address for grievance Redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		N.A
New name and old name of the listed entity		N.A
II Annual Affirmations		
Particulars	Regulations Number	Compliance Status (Yes/No/N.A)
Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/or eligibility	16(1)(b) & 25(6)	Yes



Board Composition	17(1)	No*
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointment	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Composition	17(6)	N.A
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit committee	18(2)	Yes
Composition of nomination and remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	Yes
Membership in Committees	26(1)	Yes



Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect of Obligations of directors and senior management	26 (2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirement of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A" may be indicated.
2. If the status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

* As at 31st March 2018, the Company had proper composition of the Board of Directors in terms of the Regulation but during the year the Company appointed three new directors i.e. two Non-Executive Directors and one Independent Director, which disturbed the composition of the Board. However, the Company is in the process of identifying one more independent Director to comply with the Regulations.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.




Manoj Pathwa
 Company Secretary & Compliance Officer
 Date: April 15, 2019
 Place: New Delhi