

# Anant Raj Limited

(Formerly Anant Raj Industries Limited)

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ARL/CS/12824

August 17, 2017

<p>The Manager Listing Department <b>The Bombay Stock Exchange Limited,</b> Phiroze Jee Jee Bhoy Towers, Dalal Street, Mumbai – 400001</p> <p><b>Scrip code: ANANTRAJ 515055</b></p>	<p>The Secretary, <b>The 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><b>Scrip code: NSE ANANTRAJ EQ</b></p>
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**Subject: Disclosure of voting result of Remote e-voting, Postal Ballot and Voting at the meetings of Equity Shareholders of Anant Raj Limited convened on 29<sup>th</sup> July 2017 as per the direction of National Company Law Tribunal, Chandigarh Bench under section 230 of the Companies Act, 2013.**

Dear Sir,

The Hon'ble National Company Law Tribunal ('NCLT'), Chandigarh Bench vide its order dated 31<sup>st</sup> May, 2017 had directed to convene the meeting of the equity shareholders of the Anant Raj Limited ('Company') on Saturday, 29<sup>th</sup> July, 2017 for the purpose of considering, and if thought fit, approving the arrangement embodied in the Composite Scheme of Arrangement among Anant Raj Agencies Private Limited (Demerged Company-1 / Amalgamating Company), Taurus Promoters & Developers Private Limited (Resulting Company-1), Anant Raj Limited (Amalgamated Company / Demerged Company-2) and Anant Raj Global Limited (Resulting Company) and their respective shareholders and creditors ('Scheme') under section 230-232 of the Companies Act, 2013. Accordingly the company has sent notice to its shareholders on 28<sup>th</sup> June 2017 as per the direction of Hon'ble NCLT and also in compliance with Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November 2015 (corresponding provisions of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10<sup>th</sup>, 2017) for the meeting to be held on Saturday, 29<sup>th</sup> July, 2017. The Chairperson appointed by Hon'ble NCLT has submitted his report to Hon'ble NCLT and the same was considered by Hon'ble NCLT Bench on 16<sup>th</sup> August 2017. As per the report of the NCLT appointed Chairperson, the shareholders of the Company have approved the Scheme with requisite majority.

The details of the combined voting result (i.e. result of remote e-voting, voting through postal ballot and that of e-voting and voting at the venue of meeting i.e. physical convened meeting) as per the report of the Scrutinizer appointed by Hon'ble NCLT as attached with the Chairperson's Report with respect to the meeting of shareholders is enclosed in the form of **Annexure**.



Please note that Hon'ble NCLT had also directed the calling and holding of meetings of Secured and Unsecured Creditors of the Company as well as shareholders and Secured and Unsecured Creditors of other parties to the Scheme. The said scheme was approved in all the other meetings with requisite majority except for the secured creditors of the Company, which have not given the requisite approval. Hon'ble NCLT Chandigarh Bench has fixed the next date of hearing.

Kindly acknowledge receipt.

Thanking you

For **Anant Raj Limited**



**Manoj Pahwa**  
**Company Secretary**



Encl: As above

**Ankita Uniyal**

B.Com, ACS

Satyam Niwas, Power House  
Road, Saproon, Solan- 173211  
Himachal Pradesh(M) 8054771308, E - mail: - [csankitauniyal22@gmail.com](mailto:csankitauniyal22@gmail.com), [ankitauniyal22@gmail.com](mailto:ankitauniyal22@gmail.com)

Ref. No. \_\_\_\_\_

Dated: 31.07.2017

**FORM No. MGT-13  
REPORT OF SCRUTINIZER***[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

To,

The Chairman  
Hon'ble NCLT Convened Meeting of the  
Equity shareholders of  
**ANANT RAJ LIMITED**  
Plot No. Cp-1, Sector-8 IMT  
Manesar, Gurgaon, HR- 122051**SUB.: SCRUTINIZER'S REPORT ON HON'BLE TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS OF ANANT RAJ LIMITED FOR APPROVAL OF THE COMPOSITE SCHEME OF ARRANGEMENTS IN THE NATURE OF MERGER AND DEMERGER AMONG ANANT RAJ AGENCIES PRIVATE LIMITED (DEMERGED COMPANY-1 / AMALGAMATING COMPANY), TAURAS PROMOTERS & DEVELOPERS PRIVATE LIMITED (RESULTING COMPANY-1), ANANT RAJ LIMITED (AMALGAMATED COMPANY / DEMERGED COMPANY-2) AND ANANT RAJ GLOBAL LIMITED (RESULTING COMPANY-2)**

Dear Sirs,

This refers the Order passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench on 31/05/2017 in RT CA(CAA) No. 112/Chd/ HRY/ 2017 whereby the Hon'ble NCLT Chandigarh Bench appointed the undersigned (Ankita Uniyal), Company Secretary in Practice (ACS:32515, CP. NO. 13598) as the Scrutinizer in respect of the meeting of Equity Shareholders of **ANANT RAJ LIMITED** for seeking their approval regarding the composite scheme of arrangements in the nature of Merger and Demerger among Anant Raj Agencies Private Limited (Demerged Company-1 / Amalgamating Company), Tauras



Promoters & Developers Private Limited (Resulting Company-1), Anant Raj Limited(Amalgamated Company / Demerged Company-2) and Anant Raj Global Limited (Resulting Company-2) under the provisions of Section 230 to 234 of the Companies Act, 2013 read with Section 52 and 66 of the Companies Act 2013.

I, Ankita Uniyal, Company Secretary in Practice, R/o Satyam Niwas, Power House Road, Saproon, Solan- 173211 appointed as Scrutinizer as aforesaid, for the purpose of the Voting by electronic means, postal ballot and by poll taken on the below mentioned resolution, at the Tribunal convened Meeting of the Equity Shareholders of ANANT RAJ LIMITED scheduled to be held on Saturday, the 29th day of July, 2017 at 2.30 P.M. but which was adjourned for 30 minutes for want of quorum as per order of Hon'ble NCLT and the Adjourned meeting held at 3.00 P.M on the same day, date and same place i.e. Plot No. CP-1, Sector 8, IMT Manesar, Gurgaon, Haryana - 122051, hereby submit my report as under:

- 1. The Applicant No. 3 Company (**ANANT RAJ LIMITED**) in compliance of the aforesaid Order and as well of the provisions of the Companies Act, 2013, issued 36752 notices via e-mail, 14516 notices via registered post on 27/06/2017 to all its 51268 Equity Shareholders for convening their meeting on Saturday, the 29<sup>th</sup> day of July, 2017 at 2.30 P.M. at Plot No. CP-1, Sector 8, IMT Manesar, Gurgaon, Haryana - 122051 for seeking their consent regarding passing the following Resolution as contained in the Notice convening the meeting:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India (SEBI) Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015(corresponding provisions of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017), the "No Adverse Observation" letters issued by the BSE Limited and NSE dated 13th October, 2016 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Chandigarh ("NCLT") and subject to such other approval(s), permission(s) and sanction(s) of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Composite Scheme of Arrangement for amalgamation of M/s Anant Raj Agencies Private Limited (hereinafter referred as "Demerged Company 1"/ "Amalgamating Company") with Anant Raj Limited (hereinafter referred as "Amalgamated Company"/ "Demerged



Company 2") and Demerger of 'Project Division' (Demerged Undertaking) of Anant Raj Limited and subsequent amalgamation with its wholly owned subsidiary, M/s Anant Raj Global Limited (hereinafter referred as "Resulting Company 2") and their respective shareholders and creditors ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

## **2. CONFIRMATION REGARDING DISPATCH OF NOTICES:**

The undersigned confirmed from the records of the Applicant Company No. 3 that:

- a. The Applicant Company had sent the Notices of the said meeting to all its Equity Shareholders, whose names appeared in the Register of Members on record date fixed by the Hon'ble NCLT i.e. 31<sup>st</sup> day of March 2017, as maintained by the Company and kept at the venue of the meeting as indicated in Para 1.
- b. The Joint Advertisement with respect to Notice of the said Meeting was published in Indian Express (English & Haryana edition) and Dainik Tribune (Hindi & Haryana edition) in compliance of the directions of this Hon'ble Tribunal.
- c. The notice/advertisement of the meeting was also posted on the website [www.anantrajlimited.com](http://www.anantrajlimited.com) on 23/06/2017 & 29/06/2017 respectively in compliance of the provisions of Companies Act, 2013 and rules made there under.
- d. The advertisement/notice of the meeting was also sent to SEBI for posting at their web-site and was also posted on the websites of the National Stock Exchange and Bombay Stock Exchange where the Equity Shares of the Applicant Company 3 are listed.



- e. The Company has appointed National Security Depository Limited (NSDL) as the Service Provider for providing the facility of remote e-voting to Shareholders of the Company from 29<sup>th</sup> June, 2017 at 9.00 A.M to 28<sup>th</sup> July, 2017 5.00 P.M. Alankit Assignments Limited is the Registrar and Transfer Agents (RTA) of the Company.

**3. REPORT IN RESPECT OF THE MATTERS BEFORE THE COMMENCEMENT OF THE MEETING:**

The undersigned Scrutinizer checked and verified the following documents:

- i) The Proxy Register and its closure on 48 hrs before the meeting.
- ii) The Register of Members maintained by the company under Section 88 of the Companies Act, 2013.
- iii) The Despatch Register and proof of sending notices through e-mail.
- iv) The Attendance Register.
- v) Proof of identity of the members and proxies such as PAN card, Pass-port/ Aadhaar Cards/Driving licence etc. which were verified and initialled by the undersigned for the purpose of identification. All such documents were retained by the undersigned.

After completion of the above process, the undersigned by putting his signatures on the Polling/Ballot papers in Form MGT-12 as per Companies (Management & Administration) Rules, 2014, for the purpose of identification and also after numbering them handed over to all the Shareholders and Proxy Holders, who had marked their attendance in the Attendance Register and then allowed them to enter the meeting hall.

**4. REPORT IN RESPECT OF THE MATTERS AFTER COMMENCEMENT OF THE MEETING AND VOTING ON POLL:**

- i. The undersigned confirmed to the Chairperson that requisite quorum was not present at the scheduled time of meeting i.e. 2.30 p.m as mentioned in the Order dated 31.05.2017 under Para No. 25 (C) (i) i.e. 300 Equity Shareholders personally present or minimum 25% of the share value in terms of total issued equity share capital, whichever is higher. Thereupon, The Chairperson adjourned the meeting for 30 minutes.
- ii. At the Adjourned meeting at 3.00 P.M, the undersigned confirmed to the Chairperson that as per the order of the Hon'ble National Company Law Tribunal, Chandigarh the persons present and voting shall be deemed to constitute the quorum accordingly quorum was present and meeting was called in order.



- iii. At the said Tribunal convened Adjourned Meeting held at 3.00 PM on the same date and venue, the Chairperson announced a Poll taking into the account the provisions of Law as well as clarification issued by the Ministry of Corporate Affairs vide Circular No.20/2014 dated 17.06.2014. After the Chairperson ordered the voting on poll, the undersigned demonstrated the Ballot Box in the presence of voters, who unanimously confirmed that the Ballot Box is empty. The undersigned then locked the Ballot Box in the presence of the Members and Proxy-holders, who were present in the meeting hall.
- iv. Thereafter, the undersigned asked all members and proxy holders to cast their votes. The Members and Proxy-holders then cast their votes one by one. Once the voting by all the Members and Proxy-holders was completed, the undersigned after obtaining permission of the Chairperson un-locked the ballot box in the presence of following two witnesses: (i) Shri Vikas Garg, S/o Shri Sat Paul Garg R/o H.No. 2045, Sector 15 C, Chandigarh- 160015 (ii) Sh. Suman Kumar Jha S/o Sh. Vimal Kant Jha R/o III-F, 738, 2<sup>nd</sup> Floor, Ghaziabad, Vaishali, Sector - 3, Pin code - 201010. The undersigned then checked and verified that Ballot Papers put in Ballot Box by the voters were only those which were signed and numbered by the undersigned.
- v. On 29<sup>th</sup> July, 2017 after counting of the votes cast by equity shareholders at the venue of Meeting, the votes cast through remote e-voting facility was duly unblocked by me at about 04:00 P.M as a Scrutinizer in the presence of two witnesses, namely, (i) Shri Vikas Garg, S/o Shri Sat Paul Garg R/o H.No. 2045, Sector 15 C, Chandigarh- 160015 (ii) Sh. Suman Kumar Jha S/o Sh. Vimal Kant Jha R/o III-F, 738, 2<sup>nd</sup> Floor, Ghaziabad, Vaishali, Sector - 3, Pin code - 201010 who acted as the witnesses.
- vi. A register has been maintained electronically to record the assent or dissent received in respect of Postal Ballot received by me upto 28 July, 2017 upto 05:00 P.M., E-Voting and Poll mentioning the particulars of name, folio number / Client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.

Thereafter, all the ballot papers were placed before the Chairperson and Alternate Chairperson who also initialled the same for the purpose of their identification. The undersigned then conducted the scrutiny. Based on such scrutiny the undersigned reported as follows:



**DETAILS OF VOTES POLLED:**

(a) The result of the Postal Ballot, E-voting and by Poll at the meeting are given as an Annexure - I

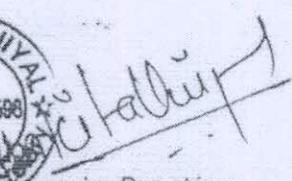
5. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Invalid Votes	12 Votes through Postal Ballot
Empty Envelopes	78 through Postal Ballot

6. The Register of Proxies, Proxy Forms, Attendance Registers, Attendance Slips, Poll Papers, Postal Ballots, E-Voting Result and all other documents and relevant records will be submitted in NCLT Chandigarh in a sealed cover against proper receipt, for safe custody and preservation, after the approval and signing of the minutes of the NCLT convened meeting by the Chairperson.

Thanking you,

Yours Truly

(Ankit Uniyal)   
 Company Secretary in Practice  
 Scrutinizer Appointed by the Hon'ble Tribunal  
 ACS 32515, CP.NO.13598



Annexure I

The Summary of the results in terms of number of votes (shares) cast 'For' and 'Against' by Postal Ballot, E Voting and by Poll at meeting out of Total number of votes (shares) through valid votes are given as under:

Resolution No.	No. of Members who cast their Votes either by Postal Ballot/ e-voting and Poll in the meeting				No. of Valid Poll Papers				No. of Invalid Poll Papers			
	Postal Ballot	Poll	E-Voting	Total	Postal Ballot	Poll	E-Voting	Total	Postal Ballot	Poll	E-Voting	Total
1	96	14	295	405	84	14	295	393	12	NIL	NIL	12

(b) The Summary of the results in terms of number of votes (shares) cast 'For' and 'Against' out of Total number of votes (Shares) through valid votes is given below

Resolution No.	No. of Votes (Shares) cast 'For' through valid votes			No. of Votes (Shares) cast 'Against' through valid votes			Total No. of Votes (Shares) cast through valid votes	Assent % (FOR)	Dissent % (AGAINST)	Resolution Passed / Not Passed
	Postal Ballot	Poll	E-Voting	Postal Ballot	Poll	E-Voting				
1	52690	63373	197906965	198023028	NIL	28836	198051864	99.98%	0.0145	PASSED



**SUMMARY OF RESULT OF VOTE CAST BY PUBLIC SHAREHOLDERS IN TERMS OF PARA 9 SEBI CIRCULAR NO. CIR/CFD/CMD/16/2015 DATED 30th NOVEMBER 2015**

**IN CASE OF PUBLIC SHAREHOLDING**

**(a) The Result of the Postal Ballot / Poll and E-voting are as Under :**

Resolution No.	No. of Members who cast their Votes either by Postal Ballot/ e-voting and Poll in the meeting			No. of Valid Poll Papers			No. of Invalid Poll Papers			
	Postal Ballot	Poll	E-Voting	Postal Ballot	Poll	E-Voting	Postal Ballot	Poll	E-Voting	Total
1	96	14	272	84	14	272	12	NIL	NIL	12
			382			370				

**(B) The Summary of the results in terms of number of votes (shares) cast 'FOR' and 'AGAINST' out of Total number of votes (Shares) through valid votes of Public is given below :**

Resolution No.	No. of Votes (Shares) cast 'For' through valid votes			No. of Votes (Shares) cast 'Against' through valid votes			Total No. of Votes(Shares) cast through valid votes	Assent % (FOR)	Dissent % (AGAINST)	Resolution Passed / Not Passed
	Postal Ballot	Poll	E-Voting	Postal Ballot	Poll	E-Voting				
1	52690	63373	10595424	NIL	NIL	28836	10740323	99.73%	0.26%	PASSED
			10711487			28836				

