

Anant Raj Limited

(Formerly Anant Raj Industries Limited)

CIN : L45400HR1985PLC021622

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ARL/CS/12937

12th July, 2019

The Manager BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400001	The Manager National Stock Exchange of India Ltd Exchange Plaza, 3rd Floor Plot No.3-1. "G" Block, I.F.B. Centre Bandra-Kurla-Complex, Bandra(East), Mumbai- 400051
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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 6th July 2019 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 17th May, 2019 in Company Application No. CA (CAA) No. 08/Chd/Hry/2019 had directed the convening of meetings of the equity shareholders, secured creditors and unsecured creditors of Anant Raj Limited ('Company') on Saturday, 6th July, 2019 for the purpose of considering, and if thought fit, approving the arrangement embodied in the Composite Scheme of Arrangement for amalgamation and demerger, involving the amalgamation of Anant Raj Agencies Private Limited (Amalgamating Company) with the Company (Amalgamated Company or Demerged Company) and immediately thereupon, demerger of the Project Division (Demerged Undertaking) of the Company into its wholly owned subsidiary i.e. Anant Raj Global Limited (Resulting Company) ("Scheme") under the provisions of Section of 230-232 read with Sections 52 and 66 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"). As per the direction of Hon'ble NCLT and also in compliance with Securities and Exchange Board of India's Circular No. CFD/DIL3/CIR/2017/21 dated March 10th, 2017, the meetings of the equity shareholders, secured creditors and unsecured creditors of the Company were held on Saturday, 6th July, 2019. The Chairperson appointed by the Hon'ble NCLT has submitted his report to Hon'ble NCLT and has simultaneously provided a copy of the Chairperson's report, along with report of the Scrutinizer appointed by the Hon'ble NCLT to the Company for disclosure purposes and for filing of second motion petition before the Hon'ble NCLT. As per the report of the NCLT appointed Chairperson, the equity shareholders of the Company have approved the Scheme with requisite majority. The secured creditors and unsecured creditors of the company have also approved the scheme of arrangement with requisite majority.

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

Kindly acknowledge receipt.

Thanking you
For **Anant Raj Limited**

Manoj Pahwa
Company Secretary
A7812

Encl: As above

PRINCE CHADHA
BCOM ACS
House No. 48, Sector 41A,
Chandigarh

7508635880 (M)

REPORT OF SCRUTINIZER

To,

1. Mr. Dhritiman Bhattacharya, Advocate
Chairperson appointed by National Company Law Tribunal,
Chandigarh Bench at Chandigarh
2. Ms. Gunjan Bansal, Advocate
Alternate Chairperson appointed by National Company Law Tribunal,
Chandigarh Bench at Chandigarh

Sub: Tribunal convened meeting of the equity shareholders of Anant Raj Limited held on Saturday, 6th July, 2019 at 11:00A.M. at Plot No. CP-1, Sector 8, IMT, Manesar, Haryana-122051

Respected Sir and Ma'am,

Pursuant to order dated May 17, 2019 ("**Order**") of the Hon'ble Chandigarh Bench of the National Company Law Tribunal at Chandigarh ("**Tribunal**"), it was directed *inter alia*, to hold the meeting of the equity shareholders of Anant Raj Limited ("**Company**") for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed composite scheme of arrangement for amalgamation and demerger between Anant Raj Agencies Private Limited, the Company and Anant Raj Global Limited and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Scheme**").

The meeting of the equity shareholders of the Company was accordingly held on Saturday, July 6, 2019 at 11:00 A.M. at Plot No. CP-1, Sector 8, IMT, Manesar, Haryana - 122051 ("**Meeting**") for the purpose of seeking the consent regarding passing the following resolution as contained in the notice convening the Meeting:-

"RESOLVED THAT pursuant to the provisions of Sections 230 – 232 read with Sections 52 and 66 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), 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. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the "No Adverse Observation" letters issued by the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) dated 27th February, 2019 and 28th February, 2019, respectively and subject to the provisions of the Memorandum and Articles of Association of Anant Raj Limited (the "**Company**") and subject to the approval of the 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 the 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 and demerger for the amalgamation of Anant Raj Agencies Private Limited (i.e. the Amalgamating Company) with the Company (i.e. the Amalgamated Company or Demerged Company) and the demerger of the Project Division (Demerged Undertaking) (defined in the Scheme) of the Company into its wholly owned subsidiary, Anant Raj Global Limited (i.e. the Resulting Company) and their respective shareholders and creditors ("**Scheme**") as enclosed with the notice and placed before this meeting, 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."

I, Prince Chadha, the undersigned, Company Secretary in practice, appointed by the Hon'ble Tribunal vide the said Order, as Scrutinizer, to scrutinize the voting done through polling paper at the said Meeting, submit my report as under:

I. CONFIRMATION REGARDING DISPATCH OF NOTICES:

Based on the records provided by the management of the Company, I understand as follows:

1. Notices relating to the Meeting were dispatched through speed post on June 5, 2019 to all those equity shareholders who had not registered their email ID's with the Company and the depository participants (i.e., 40,881 out of 52,357 equity shareholders as on May 24, 2019) and electronically by email to those equity shareholders who had registered their email ID's with the Company and the depository participants (i.e., 11,476 out of 52,357 equity shareholders as on May 24, 2019).
2. The Company published advertisements in relation to the Meeting on June 5, 2019 in the Delhi-NCR Editions of the "Indian Express" in English and "Jansatta" in Hindi, indicating the day, date, place and time of the Meeting.
3. The Company had provided the equity shareholders with the facility for casting their vote by way of postal ballot or by way of e-voting using facility through Alankit Assignments Limited ("**RTA**") and voting by way of polling papers at the Meeting for the equity shareholders attending the Meeting and who have not cast their vote by postal ballot or e-voting.
4. The equity shareholders of the Company holding equity shares as on Friday, May 24, 2019 ("**cut-off date**") were entitled to vote on the resolution as contained in the Notice of the Meeting.

- 5. The postal ballot and e-voting in connection with the resolution proposed in the Notice of the Meeting commenced on Thursday, June 6, 2019 at 9:00 A.M. and ended on Friday, July 5, 2019 at 5:00 P.M. and the RTA e-voting platform was disabled thereafter.
- 6. RTA has confirmed that the persons who have voted through e-voting process, postal ballot and polling paper at the venue of the Meeting are the equity shareholders of the Company as on the cut-off date.

II. REPORT IN RESPECT OF THE MATTERS BEFORE THE COMMENCEMENT OF THE MEETING:

The undersigned Scrutinizer checked and verified the following documents:

- 1. The Proxy Register and the Attendance Register maintained in respect of the Meeting and the closure of the Proxy Register 48 hours prior to the scheduled time of the Meeting.
- 2. Identify proof issued by a statutory authority (i.e. a PAN Card/ Aadhaar Card/ Passport/ Driving License/ Voter ID Card), etc.

III. REPORT IN RESPECT OF THE MATTERS AFTER COMMENCEMENT OF THE MEETING AND VOTING ON POLL

- 1. In terms of the directions contained in the Order, the quorum for the Meeting was fixed as 10% of the equity shareholders personally present or through proxy. Further, it was directed that in case the required quorum for the Meeting is not present at the commencement of the Meeting, the Meeting shall be adjourned by 30 minutes and thereafter the persons present and voting shall be deemed to constitute the quorum. For the purposes of completing the quorum the valid proxies were also considered. Since the requisite quorum was not present at the scheduled time of the Meeting (i.e. 11:00 A.M.), the Meeting was adjourned by 30 minutes and was thereafter called to order at 11:30 A.M.
- 2. Polling papers duly signed by the Chairperson and the Alternate Chairperson and the undersigned were handed over to the equity shareholders or to the authorized representatives along with proxy holders of the equity shareholders to cast their votes.
- 3. Upon the conclusion of the voting on the resolution, the locked ballot box containing the filled-in polling papers, was opened in my presence. Thereafter, the polling papers were arranged and diligently scrutinized. The polling papers were also reconciled against the valid proxy forms and authorizations that were received by the Company and also against the records and registers maintained by the Company.
- 4. Thereafter, the votes cast through e-voting were unblocked by me after completion of the Meeting.
- 5. The summary of votes cast is as under:

Particulars	No. of Votes			Total
	Poll at Meeting	E-voting	Postal Ballot	
For	23	144	80	247
Against	0	16	3	19

[Handwritten signature]

Invalid	0	0	4	4
Abstained	0	0	4	4
Total	23	160	91	274

A. Details of the votes cast by the total shareholders (including public shareholders, promoters and promoter group) by way of poll at the Meeting, e-voting and postal ballot, separately are given below:

i) Voting through Poll Papers at the Meeting:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	23	206975
b) Less: Invalid votes	0	0
c) Net valid votes cast	23	206975
d) Votes with assent	23	206975
e) Votes with dissent	0	0

ii) Voting through e-voting:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	160	198154801
b) Less: Invalid votes	0	0
c) Net valid votes cast	160	198154801
d) Votes with assent	144	198146504
e) Votes with dissent	16	8297

iii) Voting through Postal Ballot:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	91	71639
b) Less: Invalid votes	4	383
c) Less: Abstained Votes	4	1700
d) Net valid votes cast	83	69504
e) Votes with assent	80	69504
f) Votes with dissent	3	52

B. Details of the votes cast by the public shareholders (excluding promoters and promoter group) in terms of Para 9 of Annexure-I of the SEBI Circular dated March 10, 2017 by way of poll at Meeting, e-voting and postal ballot, separately are given below:

Particulars	No. of Votes			Total
	Poll at Meeting	E-voting	Postal Ballot	
For	23	123	80	226
Against	0	16	3	19
Invalid	0	0	4	4
Abstained	0	0	4	4
Total	23	139	91	253

i) Voting through Poll Papers at the Meeting:

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Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	23	206975
b) Less: Invalid votes	0	0
c) Net valid votes cast	23	206975
d) Votes with assent	23	206975
e) Votes with dissent	0	0

i) Voting through e-voting:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	139	10939385
b) Less: Invalid votes	0	0
c) Net valid votes cast	139	10939385
d) Votes with assent	123	10931088
e) Votes with dissent	16	8297

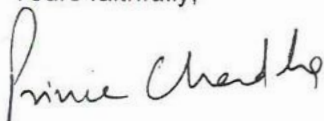
i) Voting through Postal Ballot:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	91	71639
b) Less: Invalid votes	4	383
c) Less: Abstained Votes	4	1700
d) Net valid votes cast	83	69556
e) Votes with assent	80	69504
f) Votes with dissent	3	52

6. The above results of e-voting have been compiled by the RTA, which has been relied upon by the undersigned, while reporting.
7. Accordingly, the proposed resolution approving the Scheme has been approved by the requisite majority of the equity shareholders of the Company.
8. The polling papers and other records were handed over to the Chairperson of the Meeting after its conclusion.

Thanking you,

Yours faithfully,



(PRINCE CHADHA)

Company Secretary in Practice
Scrutinizer Appointed by the Hon'ble Tribunal
Membership No. 32856

Date: July 6, 2019

Place: Manesar (Haryana)

Enclosures:

1. Attendance Register for the Meeting as Annexure 1.
2. Polling papers of the equity shareholders who voted at the Meeting as Annexure 2.
3. Proxy Register closed 48 hours prior to the Meeting as Annexure 3.
4. Authorizations, Forms of Proxy and Attendance Slips along with supporting documents as Annexure 4.
5. Postal Ballot Forms as Annexure 5.
6. Detailed report received from the RTA's website as Annexure 6.

