

# CORPORATE GOVERNANCE REPORT

(In compliance with Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015)

## MANDATORY REQUIREMENTS:

Anant Raj Limited ('the Company') is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability paving the way in building confidence among all its stakeholders for achieving sustainable long term growth and profitability.

### 1. Company' philosophy on the code of Governance

Corporate Governance is based on the principles such as conducting the business with all integrity and fairness, being transparent with regard to all transactions, making all the necessary disclosures and decisions, complying with all the laws of the land, accountability and responsibility towards the stakeholders.

The Company's philosophy on Corporate Governance is to ensure the best possible management team with experienced professional people. The Company firmly believes that sound practices adopted in the governance of its affairs based on openness, transparency, capability and accountability are essential elements for long term success, building the confidence of its stakeholders, and its functioning and conducts of business.

Your Company is committed to and firmly believes in practicing good Corporate Governance practices as they are critical for meeting its obligations towards shareholders. The Company's governance framework is based on the following principles which adhere to sound Corporate Governance practices of transparency and accountability with an ultimate aim of enhancing shareholder value:

- Constitution of Board of Directors with an appropriate blend of Executive and Non- Executive Directors committed to discharge their responsibilities and duties.
- Strict Compliance with all governance codes, Listing Agreements, other applicable laws and regulations.
- Timely and balanced disclosure of all material information relating to the Company to all stakeholders.
- Adoption of 'Code of Conduct' for Directors and Senior Management, and 'Code of Ethics' and 'Policy on Prohibition of Insider Trading' and effective implementation thereof.
- Sound system of Risk Management and Internal Control.
- Regular update of Anant Raj Limited on website i.e. [www.anantrajlimited.com](http://www.anantrajlimited.com) to keep stakeholders informed.

### 2. Board of Directors

The Company firmly believes that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance to bring objectivity and transparency in the Management. The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has vested with the requisite powers, authorities and duties.

#### Selection of the Board

In terms of the requirement of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), the Nomination and Remuneration Committee has been designated to evaluate the need for change in the composition and size of the Board of the Company and to select members to fill Board vacancies and nominating candidates for election by the Shareholders at the Annual General Meeting.

The Board's role, functions, responsibilities and accountability are clearly defined. In addition to its primary role of monitoring corporate performance, the functions of the Board, inter-alia, include:

- Articulating the corporate philosophy and mission;
- The Board provides strategic guidance to the company ensures effective monitoring of the management and is accountable to the shareholders.
- Formulating strategic plans;
- The Board members act on a fully informed basis, in good faith, with due diligence and care, and in the best interests of the Company and the shareholders.
- The Board and senior management facilitates the Independent Directors to perform their role effectively as a Board member and also a member of a committee.
- Ensuring fair and transparent conduct of business.
- Reviewing and approving borrowing/lending, investment limits and exposure limits, etc.;
- Reviewing statutory matters;
- Strategic acquisition of companies and critical assets;
- Review and adoption of Financial Statements, quarterly and annual financial results;

- Keeping shareholders informed about the plans, strategies and performance; and
- Ensuring 100% investor satisfaction.

**A. Composition of Board:** The Company's Board of Directors consist of seven (7) directors with an optimum combination of Executive and Non - Executive Directors including leading professionals in the fields of finance, law, trade or industry, headed by the Chairman, Managing Director & Chief executive officer. Out of the 7 directors, 5 are non-executive director including four (4) Independent Directors. The Board's composition is in consonance with the Corporate Governance requirements under Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 and section 149 of the Companies, Act, 2013.

The Names, categories and Directors' attendance at the Board meetings held during the financial year 2016-17 and at the last Annual General Meeting held on 30th September, 2016 and particulars of their directorship and committee memberships/chairmanship in other companies are given below:

Name of Directors	Category of Director	Directorship* in other Companies	Committee Chairmanship of other Boards**	Committee Membership of other Boards**	No. of shares held (as at March 31, 2017)	No. of Board Meetings Attended	Attendance at last AGM dated 30-09-2016
Sh. Ashok Sarin (DIN: 00016199)	Promoter – Non Executive (Chairman)	08	Nil	Nil	31477710	8	Yes
Sh. Anil Sarin (DIN: 00016152)	Executive -Managing Director	07	Nil	Nil	30952751	8	Yes
Sh. Amit Sarin (DIN: 00015837)	Executive- Whole-Time Director & CEO	08	Nil	Nil	4324430	8	Yes
Mrs. Priya Singh Aggarwal (DIN: 00535042)	Independent, Non-Executive Director	01	Nil	Nil	Nil	2	No
Sh. Brajindar Mohan Singh (DIN: 02143830)	Independent, Non-Executive Director	06	Nil	Nil	Nil	8	No
Sh. Ambarish Chatterjee (DIN: 00653680)	Independent, Non-Executive Director	03	Nil	01	Nil	8	Yes
Sh. Maneesh Gupta (DIN: 00129254)	Independent, Non-Executive Director	03	Nil	Nil	Nil	8	Yes

\* Excluded the directorship held in Private Limited Companies, Foreign Companies and Companies incorporated under section 8 of the Companies, Act, 2013 as per Regulation 26 of the SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015.

\*\* Included only the Membership / Chairmanship of Audit Committee and Stakeholders' Relationship Committee in all Public Limited Companies as per Regulation 26 of the SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. The Managing Director does not serve as Independent Director in any listed Company. Further, as mandated by the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, none of the Directors on the Board is a member of more than ten Committees or holds office as a Chairman of more than five Committees across all the public companies in which he/ she is a Director.

Sh. Ashok Sarin, Sh. Anil Sarin are related to each other as brothers and Sh. Amit Sarin is son of Sh. Ashok Sarin. There is no relationship between any of the Independent Directors.

None of the Directors of the Company except the Chairman, Managing Director and CEO of the Company has any pecuniary relationship with the Company except to the extent of receipt of sitting fees for meetings of the Board of Directors attended by them.

All the Independent Directors on the Company's Board are Non-Executive and:

- The Independence of the Directors is determined by the criteria stipulated under section 149(6) of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The maximum tenure of the Independent Director is in compliance with the Act.
- Are not related to promoters or persons occupying management positions at the Board level or at one level below the Board.
- Have furnish a declaration before the Board of Directors that they satisfy the conditions of their being independent as laid down under regulation 16 (1)(b) of SEBI (LODR) Regulation, 2015 and under section 149(6) of the Companies Act, 2013. All such declaration are placed before the Board.
- Apart from receiving sitting fee, they do not have any material pecuniary relationship or transactions with the company, its promoters, its directors, its senior management, its subsidiaries and associates, which may affect independence of the directors.

## Information supplied to the Board

The Board has complete access to all information with the Company. The information as required under Part-A of Schedule II and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is regularly provided to the Board as a part of the Board Meeting agenda. During the meeting, the senior management is invited to present the plans and achievements relating to their respective areas of responsibility.

### Compliance reports of all applicable laws to the Company

The periodical reports submitted by the Internal Auditors and by the concerned executives of the Company with regard to compliance of all laws applicable to the Company including steps taken by the Company to rectify instances of non-compliances, if any, are reviewed by the Board at regular intervals.

#### B. (i) Board Meetings

The Board meets at least once in every quarter to discuss and decide on inter alia business strategies/policies and review the financial performance and operations of the Company. It also meets as and when necessary to address specific issues relating to the business of the Company.

During the financial year 2016-2017, the members of the Board met 8 (Eight) times to review, discuss and decide about the business of the Company.

The dates on which the said meetings were held are as follows:

Sl. No	Quarters	Date of Board Meeting
1	April, 2016- June, 2016	May 30, 2016
2	July, 2016 – September, 2016	July 19, 2016 July 30, 2016 August 19, 2016 September 14, 2016
3	October, 2016- December, 2016	October 27, 2016 December 14, 2016
4	January, 2017- March, 2017	February 10, 2017

The necessary quorum was present at all the meetings. The maximum gap between any two Board meetings held during the year was not more than one hundred and twenty days. During the year under review, no meeting was held via video conferencing.

#### (ii) Separate Meeting for Independent Directors

In order to comply with the requirements of Schedule IV of the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on February 10, 2017, to review the performance of Non-Independent Directors, the Board as a whole, review the performance of the Chairman of the Company and assessed the quality,

quantity and timelines of flow of information between the Company Management and the Board.

The Board of Directors had during their meeting held on February 10, 2017 reviewed the individual performance of all the Independent Directors as per the standard criteria laid down. The Independent Directors whose performance was reviewed by the Board were not present in that part of the meeting in which their performance was reviewed as required under the statute.

#### C. Familiarization programme for Independent Directors

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the roles, functions, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the compliances required from him/her under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The Company had adopted a familiarisation programme for independent directors to familiarise them with the Company, their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, management structure, industry overview, internal control system and processes, risk management framework, functioning of various divisions, HR Management, CSR activities etc.

The Company aims to provide its independence Directors, insight into the Company enabling them to contribute effectively. The Company arranges site visit for the Directors, giving them insight of various projects and Directors are also informed of various developments relating to the industry on regular basis and are provided with specific regulatory updates from time to time

Details of the familiarization programme of the company may be accessed at web link: [http://www.nseprimeir.com/z\\_ANANTRAJ/files/FAMILIARISATION\\_PROGRAMME\\_FOR\\_INDEPENDENT\\_DIRECTORS.pdf](http://www.nseprimeir.com/z_ANANTRAJ/files/FAMILIARISATION_PROGRAMME_FOR_INDEPENDENT_DIRECTORS.pdf)

#### D. Committees of the Board

The Board of Directors, in a view to have more focused attention on the business and for better governance, has the following committees:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Share Transfer Committee
- Finance and Investment Committee

The terms of the reference of these committees are determined by the Board and their relevance reviewed from time to time. The minutes of the committees tabled at the Board Meeting for noting of the Board Members.

### 3. Audit Committee

#### A. Composition

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015, the Company has constituted the valid Audit Committee and its composition is as follows:-

S. No.	Name of the Committee Members	Category of Directorship	Designation	Qualification & Experience
1	Sh. Ambarish Chatterjee	Non-Executive & Independent Director	Chairman	Fellow Member of the Institute of Company Secretaries of India having over 24 years post qualification experience in areas of economic and corporate legislations.
2	Sh. Ashok Sarin	Non-Executive & Non Independent Director	Member	He is having more than 48 years of experience in real estate and construction industry.
3	Sh. Brajindar Mohan Singh	Non-Executive & Independent Director	Member	Retired IRS & Ex. Chairman of CBDT having 45 years of experience in fields of Tax & Finance.
4	Sh. Maneesh Gupta	Non-Executive & Independent Director	Member	Fellow Member of the Institute of Company Secretaries of India having more than 19 years' experience in fields of corporate laws and legal matters connected with civil issues

More than two-thirds of the members are independent directors and all the members of audit committee are financially literate. The Company secretary is secretary to the Committee. The quorum for committee meetings is two members or one-third of the total strength of the committee, whichever is higher, but a minimum of two independent directors presence is required to constitute a quorum.

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling their responsibilities, the Audit Committee was constituted. Majority of the members of the Audit Committee are Independent Directors and have rich experience in the financial/legal sector.

The terms of reference of Audit Committee are as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015, read with Section 177 of the Companies Act, 2013 and includes such other functions as may be assigned to it by the Board from time to time.

The committee reviews information as specified in Part-C of Schedule-II of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015.

#### B. Role(s)/Terms of reference of Audit Committee are:

- Overseeing the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and if required, the replacement

or removal of the Statutory Auditor and Internal Auditors and fixation of audit fees and approval of payment for any other services.

- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Cost Auditor.
- To grant omnibus approval for related party transactions which are in ordinary course of the business and on an arm's length price bases and to review and approve such transactions subject to the approval of Board.
- Scrutinize the Inter-Corporate loan and Investments
- Reviewing, with the Management, the Annual Financial Statements before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(5) of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Disclosure of any related party transactions.
  - Compliance with listing agreement and other legal requirements relating to financial statements.
- Reviewing, with the Management, the quarterly/ Financial Statements before submission to the Board for approval.

- Reviewing, with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this matter.
- Review the appointment, removal and terms of remuneration of Internal Auditors.
- Reviewing, with the Management, performance of the Statutory and Internal auditors, adequacy of the Internal Control Systems.
- Reviewing the adequacy of Internal Audit Functions, if any, including the structure of the Internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit.
- Discussion with the Internal Auditors any significant findings and follow up thereon.
- Review the Management Discussion and Analysis of Financial condition and results of operations.
- Discussion with the Statutory Auditors, before the Audit commences, about the nature and scope of Audit as well as post audit discussions to ascertain any area(s) of concern.
- Reviewing the Internal Audit Reports relating to internal control weaknesses.
- Carrying out any other function as mentioned in terms of reference of the Audit Committee.
- Reviewing the compliances regarding the Company's Whistle Blower policy.
- Approval of appointment of Chief Financial Officer (CFO) after assessing the qualifications, experience and background of the candidate.
- To investigate any activity within terms of reference and seek information from any employee.
- To obtain outside legal professional advice and
- Reviewing compliance of legal and regulatory requirements.
- Review the adequacy and effectiveness of Company's system and internal control.
- Generally, all the listed in part C of Schedule II to the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the provisions of Section 177 of the Companies Act, 2013

### C. Meetings of Audit Committee

During the financial year 2016-17, Eight (8) meetings of Audit Committee were held:

Quarters	Date of Meetings	Number of Members Present	Number and name of directors/ members absent
April 2016 - June 2016	May 30, 2016	4	Nil
July 2016 - September 2016	July 19, 2016	4	Nil
	July 30, 2016	4	Nil
	August 19, 2016	4	Nil
	September 14, 2016	4	Nil
October 2016 - December 2016	October 27, 2016	4	Nil
	December 14, 2016	4	Nil
January 2017 - March 2017	February 10, 2017	4	Nil

The General Manager of Finance & Banking, Internal Auditors, Statutory Auditors and Cost Auditor were invitees to the Audit Committee Meetings. Mr. Manoj Pahwa, Company Secretary, acts as the Secretary to the Audit Committee. No instances of any fraud have been pointed out by the statutory Auditors of the Company to Audit Committee.

Sh. Ambarish Chatterjee, Chairman of the Audit Committee was present at the previous Annual General Meeting (AGM) of the Company held on September 30, 2016 to answer the shareholders queries. Further, the gap between two meetings did not exceed one hundred twenty days.

## 4. Stakeholders' Relationship Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, your Company has duly constituted the Stakeholders' Relationship Committee.

Stakeholders Relationship Committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in quality of investor service. Further, it also looks into redressal of shareholders'/investors complaints.

**A. Composition of Stakeholders' Relationship Committee and details of Meetings attended by the Directors are as follows:**

Name of the Committee Members	Category	Designation
Sh. Ambarish Chatterjee	Non-Executive & Independent Director	Chairman
Sh. Anil Sarin	Executive Director	Member
Sh. Maneesh Gupta	Non-Executive & Independent Director	Member

The Directors review the position on all major investors' grievances at meetings of the Board of Directors and the stakeholder's relationship committee.

Pursuant to the Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Manoj Pahwa, Company Secretary, acts as the Compliance Officer and Secretary to the Committee.

**B. Name, Designation and Address of Compliance Officer**

Mr. Manoj Pahwa  
Company Secretary  
Anant Raj Limited  
H-65, Connaught Circus,  
New Delhi-110001

**C. Dates & no. of meetings of the Stakeholders' Relationship Committee held during the year under review & members attendance thereat**

Four (4) meetings of the committee were held during the year 2016-17.

Quarters	Date of Meetings	Members Present	Number & Name of Directors Absent
April 2016 - June 2016	April 05, 2016	3	Nil
July 2016 - September 2016	July 19, 2016	3	Nil
October 2016 - December 2016	October 10, 2016	3	Nil
January 2017 - March 2017	January 07, 2017	3	Nil

**D. Complaint Status**

During the year, the Company received 14 (Fourteen) investor complaints, all of which have been completely resolved to the satisfaction of the investors. As on date, there is no pending complaint of any shareholder.

**Details of Investor Complaints received during the financial year 2016-17**

Nature of Complaint	Received during the year	Resolved to the satisfaction of stakeholder	Pending Complaint
Non – receipt of Dividend	10	10	NIL
Non – receipt of Annual Report	3	3	NIL
Non Receipt of Share Certificate	1	1	NIL
<b>Total</b>	<b>14</b>	<b>14</b>	<b>NIL</b>

Terms of reference of the Committee, inter-alia, include:

1. Review, on periodic basis, status of grievances relating to transfer, transmission of shares, and issue of duplicate shares;
2. Monitor expeditious redressal of investor's grievances;
3. Review instances of non- receipt of Annual Report and declared dividend and
4. Consider all matters related to all security holders of the Company.

SEBI vide circular Ref CIR/OIAE/2/2011 dated June 3, 2011 informed the Company that they had Commence processing of investor complaints in a web based complaints redress system viz. SCORES. Under this system all complaints pertaining to companies are electronically sent through SCORES and the companies are required to view the complaints pending against them and submit action taken report along with supporting documents electronically in SCORES.

## 5. Nomination & Remuneration Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013, read with rules framed thereunder and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, your Company has constituted the valid Nomination & Remuneration Committee.

The Nomination & Remuneration Committee comprises of three (3) Directors (all are Independent Directors). Shri Maneesh Gupta, Chairman of Nomination and Remuneration Committee was present at the Annual General Meeting of the Company held on September 30, 2016.

Mr. Manoj Pahwa, Company Secretary, acts as the Secretary to the Committee.

### A. Composition of Nomination & Remuneration Committee:

Name of Committee Members	Category of Directorship	Designation in Committee
Sh. Maneesh Gupta	Non-Executive & Independent Director	Chairman
Sh. Ambarish Chatterjee	Non-Executive & Independent Director	Member
Sh. Brajindar Mohan Singh	Non-Executive & Independent Director	Member

### B. Dates & no. of meetings of the Nomination & Remuneration Committee held during the year under review & members attendance thereat

Five (5) meetings of the Committee were held during the year 2016-17

Quarters	Date of Meetings	Number of Members Present	Number & name of directors absent
April, 2016 – June, 2016	April 12, 2016	3	Nil
July, 2016 – September, 2016	July 30, 2016	3	Nil
October, 2016- December, 2016	October 27, 2016	3	Nil
January, 2017 – March, 2017	February 10, 2017	3	Nil
	March 30, 2017	3	Nil

### C. The broad terms of reference of the Committee includes:

The terms of reference of Nomination and Remuneration Committee is in terms of the Companies Act, 2013 and Part D of Schedule II of the Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, which inter-alia, include the following:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) Devising a policy on diversity of board of directors;
- (4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- (5) To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (6) Formulation & review of remuneration policy of the Company

The committee approves the remuneration and annual performance bonus, if any, payable to the executives of the Company for each financial year. The Committee also reviews, appraise and approve such other matter(s) as the Board may recommend to it.

### D. Evaluation of performance of the Board, its committees and Individual Directors (Including Independent Directors)

As required under Section 134(3)(p) of the Companies Act, 2013, and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors had already approved the evaluation criteria for evaluating the performance of the Board of Directors, its Committees and the performance of Independent Directors.

The performance evaluation of the Board, its Committees and individual directors was conducted and the same was based on questionnaire and feedback from all the directors on the Board as a whole, Committees and self –evaluation.

As required under Regulation 17(10) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board assessed the performance of the Independent Directors, individually and collectively as per the criteria laid down and on an overall assessment, the performance

of independent directors was found noteworthy. The Board has therefore recommended the continuance of independent directors on the Board of the Company. The Board had evaluated the performance of the independent directors on the parameters such as qualification, knowledge, experience, Initiative, attendance, concerns for the stakeholders, leadership, team work attributes, effective interaction, willing to speak up, high governance standard, integrity, relationship with management, Independent views and Judgement. Further, the Board and each of the Directors had evaluated the performance of each individual director on the basis of above criterion.

The members of the committee of audit nomination & remuneration, stakeholder's relationship committee and Corporate Social Responsibility were also assessed on the above parameters and also in the context of the Committee's effectiveness vis-à-vis the Companies Act and Listing Regulations.

The Board of Directors have assessed performance of the Board as a whole and committees of the company based on the parameters which amongst other included Structure of the Board, including qualifications, experience and competency of Directors, diversity of Board and process of appointment; Meetings of Board, including regularity and frequency, agenda, discussion and dissent, recording of minutes; functions of Board, including strategy and performance evaluation, corporate culture and value, evaluation of risks, succession plan, focus on the shareholders' value creation, effectiveness of Board processes, governance and compliance and meaning full communication, high governance standard, knowledge of business, openness of discussion/integrity and information and functioning and quality of relationship between the Board and management.

The Criteria for evaluation of the Committee of Board included mandate and composition, effectiveness of the Committee, Structure of the Committee, regularity and frequency of meetings, agenda, discussion and dissent, recording of minutes and dissemination of information, independence of committee from the Board, contribution to decisions of the Board, and quality of relationship of the Committee with the Board and Management.

Further, as required under Schedule IV of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Separate meeting of the independent directors was convened, whereat Independent Directors had evaluated the performance of the non-independent directors and the Board as a whole as parameters as enumerated

above. They also reviewed performance of the chairman of the Company on the parameters such as effectiveness of leadership and ability to steer the meeting, impartiality, commitment and ability to keep shareholders' interest in mind and also assessed the quality and timeline of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The nomination and remuneration Committee & Audit Committee has also reviewed and considered the collective feedback of the whole of evaluation process. The Directors were satisfied with the evaluation results which reflected the overall management and effectiveness of the Board and its Committee.

The Nomination and Remuneration Committee has devised the following policies:-

#### **Policy on Board Diversity**

Pursuant to the provisions of the Companies Act, 2013 and under Schedule II part (D) of the Regulation 19(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Nomination and Remuneration Committee has devised a policy on Board Diversity and which was adopted by the Board of Directors.

The broad objectives of the said Policy are:

The Policy shall confirm with the following two principles for achieving diversity on its Board:

- a) Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and
- b) For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds

#### **Remuneration Policy:**

Pursuant to the requirement of the Companies Act, 2013 and read with Schedule II part (D) of the Regulation 19(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Nomination and Remuneration Committee has devised a Remuneration Policy of the Company and which was adopted by the Board of Directors.

The broad objectives of the said Policy are:

- i. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine remuneration of Directors, Key Managerial personnel and Other employees.
- ii. To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in market.
- iii. To provide them reward linked directly to their efforts, performance, dedication and achievement relating to the Company's operations.
- iv. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- v. To formulate the criteria for evaluation of the Independent Directors and other Directors on the Board.

Detailed policy as adopted by the Board of Directors is annexed with the Director Report of the Company. The said policy is available and can be disseminated on the website of the Company at [www.anantrajlimited.com](http://www.anantrajlimited.com)

#### Particulars of Directors' Remuneration during the financial year 2016-2017:

The details of remuneration paid to the Directors (including sitting fees paid for attending the Board Meetings) during the year ended March 31, 2017, are given below:

Directors	Salary	Perquisites	Sitting Fees	Total
	(`)	(`)	(`)	(`)
Sh. Ashok Sarin	---	---	---	---
Sh. Anil Sarin	1,44,00,000	1,07,28,000	---	2,51,28,000
Sh. Amit Sarin	48,00,000	24,00,000	---	72,00,000
Sh. Brajindar Mohan Singh	---	---	20,000	20,000
Sh. Ambarish Chatterjee	---	---	20,000	20,000
Sh. Maneesh Gupta	---	---	20,000	20,000
Sh. Priya Singh Aggarwal	---	---	5,000	5,000
<b>Total</b>	<b>1,92,00,000</b>	<b>1,31,28,000</b>	<b>65,000</b>	<b>3,23,93,000</b>

# Perquisites includes House Rent Allowance, Special Allowances Company's contribution to Provident and Superannuation Funds and other allowances. The remuneration is paid as per the criteria laid down in remuneration policy of the Company.

Presently, the Company does not have a scheme for grant of stock options to any director. Further, none of the directors of the Company was in receipt of any remuneration from its subsidiary companies during the period. The Company does not pay any remuneration to its non-executive independent directors except sitting fees. Non Executive Independent Directors are paid sitting fees of ` 2,500/- per meeting. Shri Ashok Sarin, Chairman (Non-Executive Director) is not paid any remuneration. Further the service contracts with that of executive directors is kept at the registered office and is open to inspection by any member of the Company without payment of fees.

#### Criteria for making payment to Non-Executive Directors

The Company has laid down the criteria for making payments to the Non-Executive Directors. The details of such criteria are available in the Remuneration Policy. The said policy is available and can be disseminated on the website of the Company [www.anantrajlimited.com](http://www.anantrajlimited.com)

## 6. Corporate Social Responsibility Committee

In compliance with the provisions of Section 135 of the Companies Act, 2013, your Company has constituted the Corporate Social Responsibility Committee.

### A. Composition of Corporate Social Responsibility Committee:

Name of the Committee Members	Category	Designation
Sh. Brajindar Mohan Singh	Non-Executive Independent Director	Chairman
Sh. Anil Sarin	Executive – Managing Director	Member
Sh. Amit Sarin	Executive – Whole-Time Director & CEO	Member

During the financial year ended March 31, 2017, four (4) meetings of the Committee were held. The same were duly attended by the all the members of the Committee.

Quarter	Date of Meetings	Number of Members Present	Number and name of directors/ members absent
April 2016 - June 2016	April 08, 2016	3	Nil
July 2016 - September 2016	August 19, 2016	3	Nil
October 2016 - December 2016	December 14, 2016	3	Nil
January 2017 - March 2017	February 09, 2017	3	Nil

**B. Terms of reference of the Committee, inter – alia, include:**

- Formulate and recommend to the Board, Corporate Social Responsibility Policy of the Company, which shall indicate the activities to be undertaken by the Company as per the provisions of the Companies Act 2013 and rules made thereunder;
- Monitor the implementation of the frame work of the policy on regular basis and
- Recommend the amount of expenditure to be spent on CSR activities.

During the year under review the Company has spent the money on projects identified under CSR and the details of CSR budget and spend for the year 2016-17 is given as an annexure to the Director's Report.

**7. Share Transfer Committee:**

Your Company has a constituted Share Transfer Committee to approve the transfer and transmission of shares in physical as well as Demat form and to approve the issuance of Duplicate Share Certificates.

**A. Composition of Share Transfer Committee:**

Name of Committee Members	Category	Designation
Sh. Ashok Sarin	Non-Executive Director	Chairman
Sh. Anil Sarin	Executive Director	Member
Sh. Brajindar Mohan Singh	Non-Executive & Independent Director	Member

**B. Dates & no. of meetings held during the year under report & members attendance thereat**

Three (03) meeting were held of the committee during the year 2016-17.

Quarters	Date of Meetings	Number of Members Present	Number and name directors absent
April, 2016 – June, 2016	May 17, 2016	3	Nil
July, 2016 – September, 2016	August 24, 2016	3	Nil
October, 2016 – December, 2016	October 27, 2016	3	Nil

**8. Finance and Investment Committee**

The Company has in place a duly constituted Finance and Investment Committee. The Committee comprised of 4 (four) members amongst the Board.

**A. Composition of Finance and Investment Committee:**

Name of Committee Members	Category	Designation
Sh. Anil Sarin	Executive Director	Chairman
Sh. Amit Sarin	Executive Director	Member
Sh. Maneesh Gupta	Independent Director	Member
Sh. Ambarish Chatterjee	Independent Director	Member

**B. During the financial year ended March 31, 2017, Ten (10) meetings of the Committee were held.**

Quarters	Date of Meeting	Number of Members Present	Number and name of directors/ members absent
April 2016 - June 2016	April 08, 2016	4	Nil
	May 20, 2016	4	Nil
	June 23, 2016	3	Shri Anil Sarin
July 2016 - September 2016	July 02, 2016	4	Nil
	August 08, 2016	4	Nil
October 2016 - December 2016	October 25, 2016	4	Nil
January 2017 - March 2017	January 05, 2017	4	Nil
	January 19, 2017	4	Nil
	February 06, 2017	4	Nil
	March 20, 2017	4	Nil

The brief terms of reference has been approved the Board of Director of the Company. The said committee has been entrusted with the responsibility monitor, consider and approve the matter relating to borrow funds from Bank(s), Bodies Corporate(s), Financial Institution(s), Mutual Fund(s) and any other Person(s). The committee is further authorised to approve the investments of the Company.

**9. Subsidiary Companies**

The Company has 69 wholly owned subsidiaries, 19 step down subsidiaries and 7 companies in which the Company holds more than 50% of the total equity shareholding.

M/s Anant Raj Global Limited became the wholly owned Subsidiary Company of the Company during the Financial Year 2016-17.

However, your Board of Directors at their meeting held on 19th August, 2016, has approved the proposal to acquire the 100% stake in Advanced Buildcon Private Limited, the Company's Step down Subsidiary. After this acquisition Advance Buildcon Private Limited has become wholly owned subsidiary of the Company.

None of the subsidiaries is listed on any Stock Exchange. None of the subsidiaries falls within the meaning of "Material Non-listed Indian Subsidiary" as defined in Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015.

The Company has laid down policy on material subsidiary and the same is placed on the website of the Company. The said policy may be accessed at the web-link [http://www.nseprimeir.com/z\\_ANANTRAJ/files/POLICY%20FOR%20DETERMINING%20MATERIAL%20SUBSIDIARIES.pdf](http://www.nseprimeir.com/z_ANANTRAJ/files/POLICY%20FOR%20DETERMINING%20MATERIAL%20SUBSIDIARIES.pdf)

However, the following compliances are duly made by the Company:

- The Audit Committee reviews the financial statements made by the Subsidiary Companies.
- The minutes of the Board Meetings of the Subsidiary Companies are placed at the Board Meetings of the Company.
- A statement of all significant transactions and arrangements made by the Subsidiary Companies are informed to the Board at periodical intervals.

**10. Means of Communication**

The Company's Quarterly/Annual Financial Results, after their approval by the Board of Directors, are filed with Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015. The results in prescribed format are normally published in Newspaper viz. Indian Express – English Edition and Jansatta – Hindi Edition in compliance with Regulation 47(1)(b) of the said regulations.

The Company's Annual Report containing, inter-alia, audited annual accounts, consolidated financial statements, directors' report, auditors' report, management discussion analysis and other important information is circulated to all the members.

The Company has its own website viz. [www.anantrajlimited.com](http://www.anantrajlimited.com). The Quarterly, half yearly and Annual Financial Results are posted on the company's website for the information of the shareholders. Further, shareholding pattern, corporate governance report, the composition of the Board of Directors/Committee of Directors, the various polices on Corporate Social Responsibility, Related Party Transactions Policy, archival policy, policy on determination of materiality, Code of Conduct for Regulating & Monitoring Trading by Insiders, Code of Conduct for Board Members & Senior Management, CSR Policy and other policies are also available on the Company's website.

All the material information is promptly sent to the stock exchanges where the shares of the company are listed, are simultaneously posted on website of the Company.

## 11. General Body Meetings:

The concise details of Annual General Meetings held during the previous three years are as under:

### A. Annual General Meetings:

Financial Year	Location and Time	Special Resolutions passed
2015-2016	September 30, 2016 at 10.00 A.M. at Plot no. CP-1, Sector-8, IMT Manesar, Haryana- 122051	No Special resolution was passed in the Annual General Meeting
2014-2015	September 30, 2015 at 10.00 A.M. at Plot no. CP-1, Sector-8, IMT Manesar, Haryana- 122051	4 (Four) Special Resolutions were passed:- <ul style="list-style-type: none"> <li>• To approve the borrowing limits of the Company upto ` 1650 Crore (Rupees One Thousand Six Hundred Fifty Crore only).</li> <li>• To approve the increase in remuneration of Sh. Aman Sarin, Chief Operating officer, (Operations), upto ` 5 Lacs per month.</li> <li>• To approve the increase in remuneration of Sh. Ashim Sarin, Chief Operating officer, (Construction), upto ` 5 Lacs per month.</li> <li>• To approve the increase in remuneration of Sh. Amar Sarin, Chief Operating officer, (Business Development), upto ` 5 Lacs per month.</li> </ul>
2013-2014	September 30, 2014 at 10.00 A.M. at Plot no. CP-1, Sector-8, IMT Manesar, Haryana- 122051	4 (Four) Special Resolutions were passed:- <ul style="list-style-type: none"> <li>• To create charge(s)/mortgage(s)/hypothecation(s) on the Company's properties to secure the financial assistance availed/to be availed by the Company</li> <li>• To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013</li> <li>• To approve the related party transactions with Anant Raj Cons. &amp; Development Pvt. Ltd. Company's wholly owned subsidiary.</li> <li>• To provide loan/financial assistance to the wholly owned subsidiary Companies.</li> </ul>

### B. Postal Ballot:

During the preceding financial year, no resolution was passed through postal ballot and presently no resolution has been proposed through postal ballot.

The Board has formulated a policy on Related Party Transactions and it may be accessed at Weblink: [http://www.nseprimeir.com/z\\_ANANTRAJ/files/policy%20on%20related%20party%20transactions.pdf](http://www.nseprimeir.com/z_ANANTRAJ/files/policy%20on%20related%20party%20transactions.pdf).

## 12. Disclosures

### A. Disclosure of Related Party Transactions

The related party transactions are periodically placed before the Audit Committee/ Board of Directors for their consideration and approval. There were no materially significant related party transactions which a potential conflict with the interests of the Company at large. All related parties transactions have been transacted in the ordinary course of business and on arm's length basis.

The Audit committee has granted an omnibus approval for such related party transaction where the need cannot be foreseen and aforesaid details are not available in accordance with Regulation 23(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The transactions with related parties have been discussed in detail in Note no. 44 to the Balance Sheet as at March 31, 2017, and the Profit and Loss Account for the year ended on that date which forms part of this Annual Report.

### B. Disclosure of Accounting Treatment

The Ministry of Corporate Affairs (MCA), vide its notification in the official gazette dated February 16, 2015, notified the Indian Accounting Standards (Ind As) applicable to certain classes of Companies. Ind As has replaced the existing Indian GAAP prescribed under section 133 of the Companies (Accounts) Rules, 2014.

The Company has adopted Indian Accounting Standards ("Ind AS") from April 01, 2016 (transition date to Ind AS is April 01, 2015) and the financial Statements have been prepared in accordance with recognition and measurement principal of Indian Accounting Standards ("Ind AS") as prescribed under the Companies (Indian Accounting Standards) Rules, 2015, as specified in section 133 of the Companies Act, 2013. The Annual Accounts for the year ended March 31, 2017 have been prepared in accordance to Indian Accounting Standard (Ind AS) and the figures for the year ended March 31, 2016 and April 01, 2015 have been restated in terms of Ind AS.

The reconciliations and description of the effect of the transition from IGAAP to Ind AS have been provided in Note 49 and 46 in the notes to accounts in the standalone and consolidated financial statements respectively.

There is no explanation required to be given by the management, as per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015.

### C. Risk Management

The Company has adopted a Risk Management Policy. It has laid down the procedures to inform the Board members about potential risks, their assessment and control. These procedures are periodically reviewed to ensure that the executive management controls risks by means of properly defined framework of policies and strategies.

The Company also has a system of Internal Audit and the Internal Auditors report directly to the Audit Committee of the Company.

The Board has formulated a policy on Risk Management and the same may be accessed at the web-link [http://www.nseprimeir.com/z\\_ANANTRAJ/files/risk%20management%20policy.pdf](http://www.nseprimeir.com/z_ANANTRAJ/files/risk%20management%20policy.pdf).

### D. Details of Compliances/ Non compliances by the Company with applicable Laws

The Board of Directors periodically reviews compliance reports of the laws applicable to the Company and the Company initiates requisite action for strengthening of its statutory compliance procedures, as may be suggested by the members of the Board from time to time.

The Company has complied with various rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India (SEBI) and other statutory authorities on all matters relating to capital markets, and no penalties or strictures have been imposed on the Company by any of the said authorities in this regard during the last three years.

### E. Disclosure regarding appointment/re-appointment of directors

In terms of Section 152 of the Companies Act, 2013, Shri Amit Sarin (DIN 00015837) shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Further, Shri Anil Sarin (DIN: 00016152) is proposed to be re-appointed as Managing Director of the Company for a period of five years with effect from 31/12/2017. Brief Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 on the General Meeting in respect of the Director seeking reappointment at Annual General Meeting is annexed

with the notice. The directors have furnished the requisite consent/declaration(s) for their reappointment.

### F. Vigil Mechanism/Whistle Blower Policy

In terms of Section 177(9) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism/ Whistle Blower policy as recommended by the Audit Committee has been adopted by the Board of Directors of the Company. The policy provides a mechanism for the employee, to report concern about the unethical behaviour, actual & suspected frauds or violation of the Company's Code of conduct. It is affirmed that no personnel has been denied access to the audit committee.

The policy on Whistle Blower may be accessed at the web-link [http://www.nseprimeir.com/z\\_ANANTRAJ/files/Anantraj\\_Whistle\\_blower\\_policy.pdf](http://www.nseprimeir.com/z_ANANTRAJ/files/Anantraj_Whistle_blower_policy.pdf).

### G. Adoption of mandatory and discretionary requirements of Corporate Governance as specified in the Listing Regulations 17 to 27 and Regulation 34(3) read with Schedule V (C) of the SEBI Listing Obligations and Disclosure Requirements), Regulation 2015.

The Company has complied with all the mandatory requirements of corporate governance mandatory with respect to Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015. The Non mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed elsewhere in this report.

### H. Cost Auditors

M/s. Kabra & Associates, Cost Accountants, were appointed as a Cost Auditor of the Company to audit the cost accounting records of the Company for the financial year 2016-17. The Board of Directors of the Company at its meeting held on August 08, 2017, on the recommendation of Audit Committee, has appointed M/s. Yogesh Gupta & Associates, Cost Accountants, Delhi (Firm Regn. No. 000373) as Cost Auditors of the Company to audit the cost accounting records of the Company for the financial year 2017-18.

### I. Secretarial Auditors

Mr. Shambhu J. Bhikadia, Practising Company Secretary, were appointed as a Secretarial Auditor of the Company to conduct the Secretarial Audit of the Company for the financial year 2016-17. The Board of Directors at its meeting held on August 08, 2017 has re-appointed M/s Mr. Shambhu J. Bhikadia, Practising Company Secretary, as Secretarial Auditors for the financial year 2017-18.

### J. Code for Prevention of Insider Trading Practices

In compliance with SEBI's regulations on Prevention of Insider Trading, the Company has instituted a comprehensive Code of Conduct for its Directors and

Designated Employees. The code lays down guidelines which advise them on procedure to be followed and disclosures to be made while dealing with shares of the Company and cautioning them of consequences of violations.

The Board of Directors by confirming the resolution passed by circulation on May 29, 2015 approved a Code of Conduct for prevention of Insider Trading and the same has been strictly adhered to by the Directors and the designated employees. The Company informs the Directors and the designated employees, about the date of the board meeting to consider any Unpublished Price Sensitive Information and advising them not to trade in Company's shares, during the closure of trading window period. The Company also obtains a declaration from the Directors and the Senior Management Personnel with regard to their compliance with the Code of Conduct under SEBI's (Prevention of Insider Trading) Regulations.

The code of practices, procedure for Fair disclosure of unpublished price sensitive information and the Code of Internal procedure and conduct for Regulation, Monitoring and Reporting of Trading in the securities for the designated employees and the connected persons have been adopted and have been posted on the website of the Company viz [www.anantrajlimited.com](http://www.anantrajlimited.com).

**K. Code for Conduct for the Board of Directors and Senior Management Personnel**

The Board of Directors have adopted Code of Conduct applicable to the Board of Directors and the Senior Management of the Company. The said code has also been displayed on the Company's website at [www.anantrajlimited.com](http://www.anantrajlimited.com).

The Company has obtained affirmation from the Board of Directors and senior managerial personnel, affirming compliance with the Company's Code of Conduct for the financial year 2016-17.

The declaration by the Chief Executive Officer, under the Schedule V sub clause(d), Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, affirming compliance of the Code of the conduct by the all the Board members and senior managerial personnel for year ended March 31, 2017, is attached with this Corporate Governance Report.

**L. MANAGEMENT & DISCUSSION ANALYSIS REPORT**

The comprehensive Management & Discussion Analysis Report has been enclosed with this report.

**M. Proceeds from the public issue/rights issue/preferential issues etc.**

There was no public issue/ right issue/preferential issue etc. made by your Company during the financial year 2016-17.

**Web links for other policies**

**The following policies are linked with the website of the Company i.e. [www.anantrajlimited.com](http://www.anantrajlimited.com).**

1. Archival Policy on Preservation of Documents of the Company. URL for the same is: [http://www.nseprimeir.com/z\\_ANANTRAJ/files/Archive\\_Policy.pdf](http://www.nseprimeir.com/z_ANANTRAJ/files/Archive_Policy.pdf)
2. Policy on determination of materiality of the events/information for making disclosure by the Company. URL for the same is: [http://www.nseprimeir.com/z\\_ANANTRAJ/files/Policy\\_on\\_Disclosures.pdf](http://www.nseprimeir.com/z_ANANTRAJ/files/Policy_on_Disclosures.pdf)
3. Policy on Preservation of Records. The same may be accessed at [http://www.nseprimeir.com/z\\_ANANTRAJ/files/Policy\\_on\\_Preservation\\_of\\_Records.pdf](http://www.nseprimeir.com/z_ANANTRAJ/files/Policy_on_Preservation_of_Records.pdf)
4. Policy on determination of material subsidiary. The same may be accessed at [http://www.nseprimeir.com/z\\_ANANTRAJ/files/POLICY%20FOR%20DETERMINING%20MATERIAL%20SUBSIDIARIES.pdf](http://www.nseprimeir.com/z_ANANTRAJ/files/POLICY%20FOR%20DETERMINING%20MATERIAL%20SUBSIDIARIES.pdf)

**M.** In compliance with the Regulation 46 (2)(j) & (k) of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 and as required under the listing agreement entered into with the Stock Exchanges, the Company has designated the mail id [manojpahwa@anantrajlimited.com](mailto:manojpahwa@anantrajlimited.com). This mail id has been posted on the Company's website and also on the website of the Stock Exchanges. The investor can send their grievances, if any to the designated mail id. Mr. Manoj Pahwa is the Compliance officer of the Company.

**N.** The SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, vide its Regulation 46 (1) stipulated that the company should maintain a functional website containing the basic information about the company and to update the contents of the said website periodically. In pursuance to this clause, the Company updates its website with all relevant information as envisaged in the said regulation and as per the provision of the companies Act, 2013. The website of the company may be accessed at [www.anantrajlimited.com](http://www.anantrajlimited.com)

**O.** In pursuance to the Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, 100% of the shareholding of the promoter group has been dematerialized and all the shares are held dematerialized mode to allow the shares of the company to be traded in the Stock Exchanges in the normal segment.

### 13. General Shareholder Information:

<b>Annual General Meeting (Date, Time &amp; Venue)</b>	Friday, September 29, 2017 at 10:30 A.M. at the Registered Office of the Company at Plot No. CP-I, Sector-8, IMT Manesar, Haryana – 122051			
<b>Financial Year</b>	01st April, 2016 to 31st March, 2017			
<b>Date of Book Closure</b>	Saturday, September 23, 2017 to Friday, September 29, 2017 (Both days inclusive)			
<b>Dividend Record (Last three years)</b>	Financial Year 2013-14 12% (Re. 0.24 per share of the Face Value of ` 2/- each) Financial Year 2014-15 12% (Re. 0.24 per share of the Face Value of ` 2/- each) Financial Year 2015-16 12% (Re. 0.24 per share of the Face Value of ` 2/- each)			
<b>Dividend for Financial Year 2016-2017</b>	The Company has recommended dividend Re. 0.24 per share (12% on ` 2/- fully paid share) for the financial year 2016-2017. The dividend if declared at the Annual General Meeting shall be paid on or after October 04, 2017.			
<b>Listing on Stock Exchanges</b>	Shares of the Company are listed on the BSE Limited and National Stock Exchange of India Limited. Annual Listing fees for the Financial Year 2017 – 18 has been duly paid to the Stock Exchanges.			
<b>ISIN/Stock Code</b>	ISIN No. of Equity Shares at NSDL/CDSL: INE242C01024 Trading Symbol at NSE: ANANTRAJ Trading Symbol at BSE: 515055			
<b>Financial Calendar 2017-18 (Tentative &amp; Subject to Change)</b>	1. First Quarter results – 2nd week of August, 2017 2. Second Quarter results – 2nd week of November, 2017 3. Third Quarter results – 2nd week of February 2017 4. Audited yearly results for the year ended March 31, 2018 - Last week of May, 2018			
<b>Registrar &amp; Transfer Agents (both for Electronic &amp; Physical Segment)</b>	Alankit Assignments Ltd., RTA Division, 1E/13, Alankit House, New Delhi 110055, Contact Person: Mr. J.P. Rustagi Email ID : rta@alankit.com Landline : 011-42541955			
<b>Unclaimed/Unpaid Dividend</b>	<p>Pursuant to provisions of Sections 124 of the Companies Act, 2013, the Company has transferred a sum of ` 6,29,333/- during the financial year 2016-2017 to the investor Education and Protection Fund established by the Central Government. The said amount represents unclaimed dividend for the year 2008-09 which was lying with the Company for a period of seven year from the due date of payment. Unpaid/unclaimed dividend for the financial year ended March 31st, 2010 have become due for transfer during the month of August, 2017.</p> <p>As per Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all the shares in respect to which dividend has remained unclaimed/unpaid for a period of seven Consecutive year or more are required to transfer in the name of IEPF. The Company is in the process to transfer the shares to IEPF Authority. The shares transferred to the IEPF Authority can be claimed back by the member from IEPF Authority after complying with the procedure prescribed under the Rules.</p> <p>Those members who have not en-cashed/received their Dividend Warrants for the financial years 2010-11, 2011-12, 2013-14, 2014-15 and 2015-16 are advised to approach the Company's Registrar and Share Transfer Agent or Corporate Office of the Company for revalidation of dividend warrants or for obtaining duplicate Dividend Warrants.</p>			
<b>Due date of Transferring Unpaid / Unclaimed Dividend to IEPF (Amount in ` )</b>				
<b>Year</b>	<b>Rate of Dividend (%)</b>	<b>Date of declaration</b>	<b>Unpaid Amount as on 31/03/2017</b>	<b>Due date for transfer to IEPF</b>
2010-11	30	25/08/2011	7,23,903.00	25/09/2018
2011-12	20	27/09/2012	5,53,459.00	27/10/2019
2013-14	12	30/09/2014	4,03,908.00	30/10/2021
2014-15	12	30/09/2015	4,37,903.00	30/10/2022
2015-16	12	30/09/2016	4,32,068.00	30/10/2023

<p><b>Share Transfer Systems</b></p>	<p>a. The Company has appointed a common Registrar for physical share transfers and dematerialization of shares. The shares lodged for physical transfer/transmission/transposition are registered with a period of 15 days, subject to the documents being valid and complete in all respects. For this purpose share transfer committee meets often as required. During the period under review the committee met three (3) times. Adequate care is taken to ensure that no transfers are pending for more prescribed time in this regard.</p> <p>b. Share transfers are processed and approved, subject to receipt of all requisite documents.</p> <p>c. The Company seeks to ensure that all transfers are approved for registration within the stipulated period. Pursuant to Regulation 40 (9) &amp; (10) of SEBI (LODR) Regulations, 2015, certificate on half-yearly basis have been issued by a Company Secretary-in-practice for due compliance of share transfer formalities by the Company.</p> <p>d. As per regulation 47 read with schedule VII of SEBI (Listing Obligations and Disclosure Requirements) regulation, 2015, it shall be mandatory for the transferor and transferee to furnish copy of PAN card to the Company's RTA (Registrar and Transfer Agent) / Company for registration of transfer of shares in physical mode.</p> <p>e. The Company as required under Regulation 46 (2)(j) of the SEBI (LODR) Regulations, 2015 has designated one mail id viz. manojpahwa@anantrajlimited.com for the purpose of registration of complaints, if any, by the investors and expeditious redressal of their grievances and the same has already been hosted on the Company's website.</p>
<p><b>Split of shares</b></p>	<p>The shareholders of the Company at the Extra-Ordinary General Meeting held on Sept. 10, 2007, had accorded their consent to the sub-division of the Equity Shares of ₹ 10/- each into Equity Shares of ₹ 2/- each.</p> <p>The shareholders holding physical share certificates who have not yet surrendered their share certificates are requested to do so at the earliest so that split certificates are issued to them.</p>
<p><b>Reconciliation of Share Capital Audit</b></p>	<p>Reconciliation of Share Capital Audit is conducted on quarterly basis by a Qualified Practicing Company Secretary to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Service Ltd. (CDSL) with the total issued and listed Capital. The Reports are placed before the Board of Directors for its perusal and are submitted to the concerned Stock Exchanges where the shares of the Company are listed for trading. The said report confirms that the total issued and listed capital is agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.</p> <p>As required under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has submitted a compliance certificate to the Stock Exchanges, duly signed by the Compliance officer of the company and authorised representative of the RTA i.e M/s Alankit Assignment Ltd certifying compliance that all activities in relation to both physical and electronic share transfer facility are maintained by the Registrar and Share transfer Agent registered with SEBI.</p>
<p><b>Dematerialization of Shares</b></p>	<p>The Company's shares are available for dematerialisation on both the depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Service Ltd. (CDSL). As on 31st March, 2017, 99.23% of total equity share capital is held in dematerialized form with NSDL and CDSL.</p> <p>There is no unclaimed equity share lying with the Company pursuant to the Initial Public Offer made in 1989 by the Company. Hence, Demat Suspense Account has not been created with the Depository Participant as required by Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosures Requirements), Regulation, 2015.</p>

<b>Non-Convertible Debentures (NCDs)</b>	<p>The Company had issued 2500 Secured Listed Redeemable Non- Convertible Debentures (NCDs) of ` 10,00,000/- each (Series A: 1000 NCDs of ` 10,00,000/- each &amp; Series B: 1500 NCDs of ` 10,00,000/- each) aggregating to ` 250 Crores to YES Bank Limited on private placement basis. These NCDs were listed on NSE under the WDM Segment.</p> <p>Your Company, during the financial year ended March 31, 2015, had completed the redemption of entire NCD's aggregating to ` 100 Crores under series-A.</p> <p>The Company during the year ended March 31, 2016, on due date i.e. February 11, 2016, had redeemed the 50% of NCD's aggregating to ` 75 Crores (Rupees Seventy Five Crores only) out of Series B: 150 Crores as per the redemption schedule specified in the "Information Memorandum".</p> <p>During the year ended 31st March, 2017, the company, on due date i.e. August 11, 2016 had redeemed the remaining 50% of NCD's aggregating to ` 75 Crores (Rupees Seventy Five Crores) out of series B: 100 crores as per the redemption schedule specified in the "Information Memorandum".</p> <p>With the said redemptions, the whole of the Non-Convertible Debentures under both series stand extinguished.</p>
<b>Regd. Office :</b>	Plot No. CP-I, Sector-8, IMT Manesar, Gurugram, Haryana- 122051
<b>Plant Location:</b>	85.2 Km Stone, Delhi-Jaipur Highway, P.O. Sangwari, Distt. Rewari, Haryana-123401
<b>Address for Correspondence</b>	H-65, Connaught Circus, New Delhi-110001 Or Alankit Assignments Ltd., RTA Division, 1E/13, Alankit House, Jhandewalan Extn., New Delhi 110055
<b>Company Secretary</b>	Manoj Pahwa (Company Secretary) Tel : 41540070, Fax : 43559111 E-mail : manojpahwa@anantrajlimited.com The Company has designated an e-mail id viz. manojpahwa@anantrajlimited.com to enable the investors to register their complaints/ suggestions/queries, if any.

#### Outstanding GDRs as on March 31st, 2017 is NIL.

#### Commodity price risk or foreign exchange risk and hedging activities

The Company engaged in the business Real Estate activities in India. The Company is not exposed to the Commodity price risk or foreign exchange risk and hedging activities.

#### Green Initiative in the Corporate Governance by the Ministry of Corporate Affairs

The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and has issued circulars stating that the service of official documents by a company to its members can be made through electronic mode.

To support this green initiative of the Government in full measure, all the members are requested to register/update their email IDs with their depository participants, in case shares are held in electronic mode, to ensure that Annual Report and other documents reach them at their preferred email IDs and, where the shares are held in physical mode, members are requested to get their email IDs updated in the records of the company.

All the official documents including Annual Report of the Company, circulated to the Members of the Company through electronic mode, will be made available on the Company's website [www.anantrajlimited.com](http://www.anantrajlimited.com).

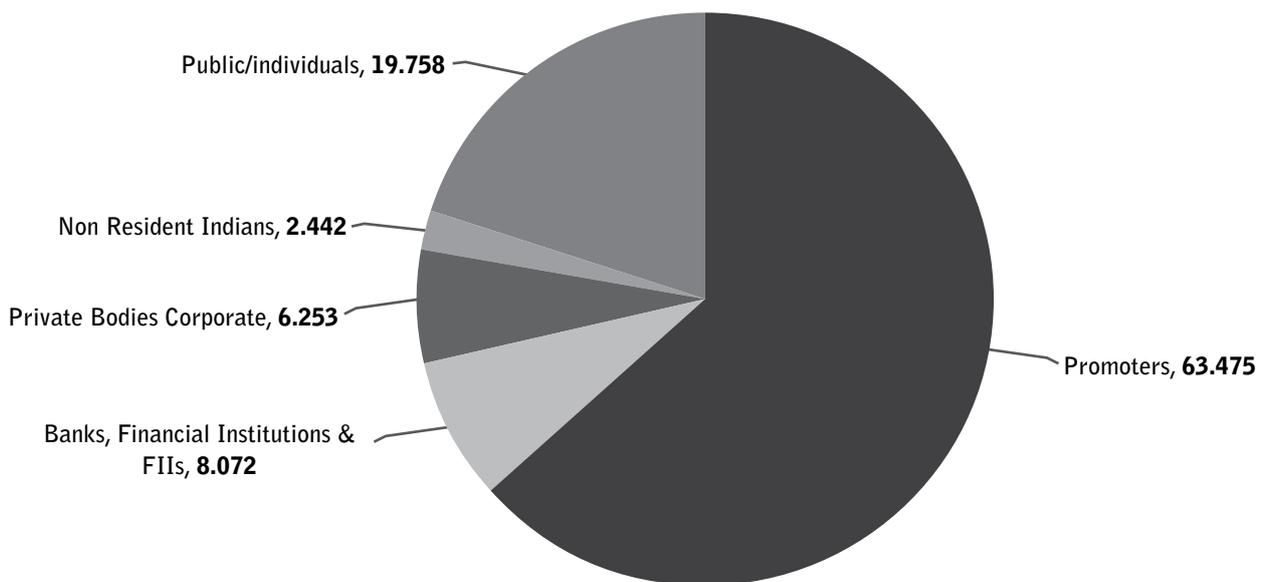
#### Distribution of Shareholdings as on March 31, 2017:

No. of Shares	No. of Shareholders	% to Total	No. of Shares	% to Total
0 – 5000	49194	95.958	24546612	8.318
5001 – 10000	1143	2.229	8575568	2.906
10001 – 20000	494	0.964	7198113	2.439
20001 – 30000	134	0.261	3312950	1.123
30001 – 40000	63	0.123	2234760	0.757
40001 – 50000	47	0.092	2165050	0.734
50001 – 100000	86	0.168	6258752	2.121
100001 and above	105	0.205	240804530	81.602
<b>Total</b>	<b>51266</b>	<b>100</b>	<b>295096335</b>	<b>100</b>

**Shareholding Pattern of the Company as on March 31, 2017:**

Category	No. of Shares	% to Total
Promoters*	187311541	63.475
Banks, Financial Institutions & FIIs	23819977	8.072
Private Bodies Corporate	18452576	6.253
Non Resident Indians	7207259	2.442
Public/ individuals	58304982	19.758
<b>Total</b>	<b>295096335</b>	<b>100.00</b>

\* No pledge has been created on the shares held by promoters or promoter group as on March 31, 2017.

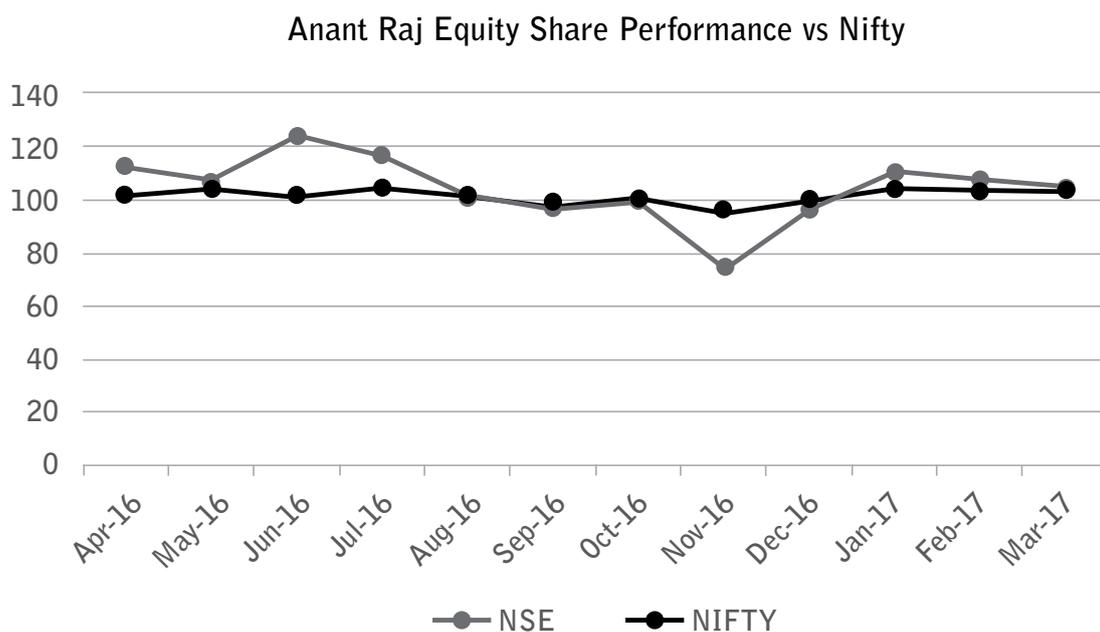


**Market Price Data Monthly High and Low quotation of shares traded on BSE / NSE during the year 2016-17:**

(In ₹ per share)

Month end	Sensex		BSE		Nifty		NSE	
	High	Low	High	Low	High	Low	High	Low
April, 2016	26101	24523	39.10	32.65	7992	7517	39.20	32.60
May, 2016	26837	25058	44.55	36.20	8214	6878	44.55	36.25
June, 2016	27105	25911	54.45	39.30	8308	7927	54.30	39.30
July, 2016	28240	27034	65.30	46.50	8675	8288	65.40	46.45
August, 2016	28532	27628	61.65	54.20	8819	8518	61.70	54.10
September, 2016	29077	27717	62.60	52.00	8969	8555	62.45	49.50
October, 2016	28478	27488	59.70	53.05	8807	8506	59.70	52.80
November, 2016	28030	25718	56.75	32.85	8670	7916	56.20	32.65
December, 2016	26804	25754	44.00	36.55	8275	7894	44.00	36.50
January, 2017	27980	26447	46.40	40.30	8673	8134	46.40	40.10
February, 2017	29065	27590	50.95	42.95	8982	8538	50.95	42.25
March, 2017	29825	28716	52.15	45.35	9218	8860	52.20	45.55

The Company's equity share performance compared to Nifty is as under:



**Note:** The Share price of the Company & Nifty are assumed at value of 100 and accordingly the price of shares & Nifty are increased or decreased in each month during the year.

## 15. Certificate on Corporate Governance

As required by Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, the Auditors' Certificate is annexed in this Annual Report.

## 16. CEO/CFD Certification

The Chief Executive Officer and General Manager – Finance & Banking of the Company certify to the Board every quarter, on the matter relating to the Financial Statements and other matters in accordance with Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Compliance officer has also certify on quarterly basis to Audit Committee and Board of the Directors on statutory compliances to be made under all laws applicable to the Company.

Further, a certificate under regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the CEO Certification is annexed and forms part of this Annual Report.

## 17. SEBI Complaints Redress System (SCORES)

The Company processes the investors' complaints received by it through a computerized complaints redressal system. The salient features of this system are computerized database of all the inward receipts and action taken on them, online submission of Action Taken Reports (ATRs) along with supporting documents electronically in SCORES. The investors' can view online the current status of their complaints submitted through SEBI Complaints Redress System in (SCORES).

## 18. OTHER DISCLOSURES

### 1. Materially Significant Related party Transactions

The Company did not have any materially significant related party transactions to disclose during the year under review.

### 2. Compliance with mandatory and non-mandatory requirements

The Company has complied with all the mandatory requirements stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also adopted the non-mandatory requirements to the extent and in the manner as stated here-in above.

## 19. DISCRETIONARY REQUIREMENTS

As required under Part E of Schedule II the details of discretionary requirements are given below:

### 1. The Board

The Company has not set up any office for Non-executive Chairman and no expenses and reimbursement of expenses are incurred in the performance of his duties.

**2. Shareholders rights**

The quarterly un-audited results of the Company after being subjected to a limited review by the statutory auditors, are published in newspaper viz. Indian express in English and Jansatta in Hindi and on the Company's website www. Anantrajlimited.com. These result are not sent to shareholders individually.

**3. Separate Posts of Chairman and CEO**

The Company's Chairman Shri Ashok Sarin is a non-executive director, Shri Anil Sarin is a Managing Director whose term expires on 30th December, 2017. The Board of Directors in its Meeting held on August 08, 2017 re-appointed Shri Anil Sarin (DIN: 00016152) as Managing Director for a period of five years with effect from 31st December, 2017 (subject to the approval of members in ensuing Annual General Meeting). Shri Amit Sarin is the Whole-time Director and CEO of the Company is liable to retire by rotation.

**4. Audit Report with un-modified opinion:**

M/s B. Bhushan & Co., statutory auditors have issued an audit report with unmodified opinion on audited financial statement (Standalone & Consolidated) for the years ended March 31, 2017

**5. Reporting of Internal Auditor:**

The Company has appointed M/s. G.K. Choksi & Co., Chartered Accountants, as the Internal Auditors to do the internal audit of the Company and they report directly to the Audit Committee on a quarterly basis on their finding and corrective actions taken.

**6. Request to investors**

- Investors are requested to communicate change of address, if any, directly to the registrar and share transfer agent of the Company.
- As required by SEBI, investors shall furnish details of their respective bank account number and name & address of the bank for incorporating in the dividend warrants to reduce the risk to them of fraudulent encashment.
- Investors holding shares in electronic form are requested to deal only with their respective depository participant or change of address, nomination facility, bank account number etc.
- Electronic Clearing Service (ECS) helps in quick remittance of dividend without possible loss/delay in postal transit. Shareholders, who have not earlier availed this facility, are requested to register their ECS details with the share transfer agent or their respective Depository Participants.
- Shareholders who have multiple folios in identical names, are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.

**20. Declaration Affirming Compliance of provisions of the Code of Conduct**

To the best of my knowledge and belief and on the basis of declarations given to me, I hereby affirm that all the Board Members and the Senior Management Personnel have fully complied with the provisions of the Code of Conduct for Directors and Senior Management Personnel during the financial year 2016-17.

**21. Declaration Affirming Compliance of Whistle Blower Policy**

To the best of my knowledge and belief, I hereby affirm that no personnel of the Company has been denied access to the Audit Committee during financial year 2016-17.

**22. Auditors' Certificate on Corporate Governance**

As required by Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, the Auditors' Certificate is annexed and forms part of this Annual Report.

**The above report has been placed before the Board at its meeting held on August 08, 2017 and the same was approved**

By the order of the Board  
For Anant Raj Limited

Sd/-  
Ashok Sarin  
Chairman

DIN: 00016199  
28, Sri Ram Road,  
Civil Lines, Delhi-110054

# CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

## **Independent Auditor's Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To  
The Members of  
Anant Raj Limited

This report contains details of compliance of conditions of corporate governance by Anant Raj Limited ('the Company') for the year ended March 31, 2017 as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulation').

### **MANAGEMENT'S RESPONSIBILITY FOR COMPLIANCE WITH THE CONDITIONS OF LISTING REGULATIONS:**

The compliance with the terms and conditions contained in the corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

### **AUDITORS' RESPONSIBILITY:**

We conducted our examinations in accordance with the Guidance note on reports or certificate for special purposes (Revised 2016) issued by the Institute of Chartered Accountants of India.

Pursuant to the requirements of the Listing Regulations, it is responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31st, 2017.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance note requires that we comply with the ethical requirements of the Code of ethics issue by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the standard on Quality Control (SQC) 1, quality control for firms that perform audits and reviews of historical financial information, and other assurance and related services engagements.

### **OPINION:**

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in regulations 17 to 21, clause (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of schedule V of the Listing regulations, as applicable.

We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### **RESTRICTION ON USE:**

This certificate is issued solely for the purpose of complying with the requirements of the Listing Regulations, and it should not be used by any other person or for any other purpose.

For B. Bhushan & Co.  
Chartered Accountants  
By the hand of

Sd/-  
Kamal Ahluwalia  
Partner

Membership 093812  
Firm Regn. No. 001596N

Place: New Delhi  
Date: August 08, 2017

## **COMPLIANCE CERTIFICATE TO THE BOARD PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

This is to certify that:

- a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2017 and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading.
  - ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and Audit Committee:
  - i) Significant changes in internal control over financial reporting during the year.
  - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to financial statement; and
  - iii) That no instances of significant fraud have come to our notice.

For Anant Raj Limited  
Sd/-  
Pankaj Gupta  
GM-Finance & Banking

For Anant Raj Limited  
Sd/-  
Amit Sarin  
Director & CEO

Place: New Delhi  
Date: August 08, 2017

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### **DECLARATION BY DIRECTOR AND CEO UNDER PARA D OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, REGARDING THE COMPLIANCE WITH CODE OF CONDUCT**

To  
The Members of  
Anant Raj Limited

I, Amit Sarin, Director and Chief Executive Officer of the Company, hereby certify that the members of the Board of Directors of the Company and the Management Personnel have affirmed the compliance with the code of conduct adopted by the Company for the financial year ended March 31, 2017 in terms of para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Anant Raj Limited

Sd/-  
Amit Sarin  
Director & CEO  
DIN: 00015837

Place: New Delhi  
Date: August 08, 2017