

Anant Raj Limited

(Formerly Anant Raj Industries Limited)

CIN : L45400HR1985PLC021622

Head Off : H-65, Connaught Circus, New Delhi-110 001

Tel : 011-43034400, 23324127, 23323880 Fax : 011-43582879

E-mail : info@anantrajlimited.com Website : www.anantrajlimited.com

Regd. Office : CP-1, Sector-8, IMT Manesar, Haryana-122051

Telefax : (0124) 4265817



ARL/CS/13110

June 24, 2021

<p>The Manager Listing Department B S E Limited, Phiroze Jee Jee Bhoy Towers, Dalal Street, Mumbai – 400001</p> <p>Scrip code: 515055</p>	<p>The Secretary, National Stock Exchange of India Limited, “Exchange Plaza”, 5th Floor, Plot No. C/1, G-Block, Bandra – Kurla Complex, Bandra (E), Mumbai-400051</p> <p>Scrip code: ANANTRAJ</p>
--	--

Sub: Submission of Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In reference to the compliance of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we are enclosing herewith the Annual Secretarial Compliance Report issued by Ms. Priya Jindal, Practicing Company Secretary for the financial year ended March 31, 2021.

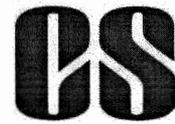
Kindly take the same on record.

Thanking You,
For **Anant Raj Limited**


Manoj Pahwa
Company Secretary
A7812



Encl: As above



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

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

Sub: Annual Secretarial Compliance Report

Sir/ Madam,

I, Priya Jindal, Practicing Company Secretary have examined

- (a) all the documents and records made available to us and explanation provided by the Company (“the listed entity”),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity, and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make his certification, for the year ended March 31, 2021 (“Review Period”) in respect of compliance with the provisions of:
 - a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the regulations, circulars, guidelines issued thereunder; and
 - b) the Securities and Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

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

- a) Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; -
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable as the Company has not buy back its shares during the review period.**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable as the Company has not issued any shares-based employee benefits during the review period.**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable as the Company has not issued any debt securities during the review period.**

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

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

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

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	As per Regulation 31 of SEBI (LODR) Regulations 2015, the listed entity shall submit to the Stock exchange(s) a statement showing holding of securities and shareholding pattern separately for each class of securities, in the format specified by the Board from time to time on a quarterly basis, within twenty one days from the end of each quarter;	For the Quarter ended June 30, 2020 the Company filed the Shareholding pattern on August 10, 2020 i.e. with a delay of twenty days.	The Company filed the Shareholding Pattern with a delay of twenty days for the quarter ended June 30, 2020.
2	As per Regulation 33 of the SEBI (LODR) Regulations, 2015 the Company has to submit Audited Financial Results (Standalone & Consolidated) alongwith Auditors' Report of the Company, within sixty days from end of the quarter and financial year ended March 31, 2020. Due to the CoVID-19 pandemic, the SEBI vide its circular SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 has extended the submission of the audited Financial results upto June 30, 2020. However, due to continuing impact of the CoVID-	For the Quarter and year ended March 31, 2020, the Company filed the Audited Financial Results (Standalone and Consolidated) on September 1, 2020 i.e.	The Company filed the Financial Results with a delay of a month for the quarter and year ended March 31, 2020.

	<p>19 pandemic and many other reasons like continuing lockdown, subsidiaries and associates situated in containment zones making the audit process challenging and other operational challenges due to the CoVID-19 pandemic, the SEBI vide its circular SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated June 24, 2020 has given further extension of time for submission of financial results for the quarter and financial year ended March 31, 2020 upto July 31, 2020</p>	with a delay of a month.	
3	<p>As per Regulation 76 of SEBI (DP) Regulations 2015, the listed entity shall submit to the Stock exchange(s) reconciliation of share capital Audit Report, in the format specified by the Board from time to time on a quarterly basis, within thirty days from the end of each quarter;</p>	<p>For the Quarter ended June 30, 2020, the Company filed the Reconciliation of Share Capital Audit Report on August 2, 2020 i.e. with a delay of two days.</p>	<p>The Company filed the Reconciliation of Share Capital Audit Report with a delay of two days for the quarter ended June 30, 2020</p>
4	<p>As per Regulation 17(2) and Regulation 18(2)(a) of the SEBI(LODR) Regulations, 2015, not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board and Audit Committee.</p> <p>However, by its Circular dated March 19, 2020, SEBI had relaxed the requirement of maximum time period of 120 days between two Board meetings or two audit committee meetings of listed entities for the period between December 1, 2019 and June 30, 2020. By a Circular dated June 26, 2020, SEBI has further extended the above time period till July 31, 2020.</p>	<p>Non Compliance for maintaining time gap between two meetings of Board and Audit Committee.</p>	<p>Due to continuing impact of the CoVID-19 pandemic and many other reasons like continuing lockdown, subsidiaries and associates situated in containment zones making the Board process challenging and other</p>

			operational challenges due to the CoVID-19 pandemic, the Company failed to hold its Board Meeting, Audit Committee meeting within Stipulated time period. First Board Meeting/Audit Committee of the Company was held on August 28, 2020 after the Board Meeting/Audit Committee of February 14, 2020. The Gap between the intervening meetings exceeded 120 days.
5.	As per SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Company has to submit Annual Secretarial Compliance Report obtained from PCS to the Stock exchanges within 60 days of the end of the financial year, i.e. by May 30, 2020. Due to the CoVID -19 pandemic, the SEBI vide its Circular SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, had extended the submission of the Annual Secretarial Compliance Report upto June 30, 2020. However, in view of the difficulties and challenges faced by listed entities and Practicing Company Secretaries due to the continuing impact of the CoVID-19 pandemic, the SEBI vide its circular SEBI/HO/CFD/CMD1/CIR/P/2020/109	The Company filed the Annual Secretarial Compliance Report for the year ended March 31, 2020 on September 17, 2020 i.e. with a delay of Forty seven days	The Company filed the Annual Secretarial Compliance Report with a delay of Forty seven days for the year ended March 31, 2020.

	dated June 25, 2020 has given further extension of time for submission of Annual Secretarial Compliance Report by listed entities upto July 31, 2020.		
--	---	--	--

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

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary
1	NSE and BSE	Non-Compliance under Regulation 31 of SEBI (LODR) Regulations, 2015	The stock exchange(s) had levied the penalty for the quarter ended June, 2020.	The Company filed the Shareholding Pattern with a delay of twenty days for the quarter ended June 30, 2020. The Company has paid the Penalty levied by the Stock Exchange(s).
2	NSE and BSE	Non-Compliance under Regulation 33 of SEBI (LODR) Regulations, 2015	The stock exchange(s) had levied the penalty for the Quarter and year ended March 31, 2020.	The Company filed the Financial Results with a delay of a month for the quarter and year ended March 31, 2020. The Company has paid the Penalty levied by the Exchange(s).

--	--	--	--	--

d) The listed entity has taken the following actions to comply with the Observations made in previous reports: -

Sr. No .	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	<p>The composition of Board of director consisted of 5 promoter Directors and 4 Independent Directors as on March 31, 2019. One Promoter Director resigned on 22 May, 2019. Hence, the Discrepancy in composition of the Board of Directors stand rectified.</p> <p>Further the Company has paid the Penalty levied by the Exchange(s)</p>	<p>The Company's Board of Directors as on March 31, 2020 consisted of Eight (8) Directors comprising Executive and Non-Executive Directors which is in compliance of Reg. 17(1).</p>	<p>One Promoter Director resigned on 22 May, 2019. Hence, the Discrepancy in composition of the Board of Directors stands rectified.</p> <p>Further the Company has paid the Penalty levied by the Exchange (s).</p>	<p>The Company has complied with the provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015 and needs no further explanation.</p>

2	<p>The meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors for approving the Scheme of Arrangement was held on July 06, 2019 as per the direction of Hon'ble NCLT.</p> <p>The Chairperson appointed by the Hon'ble NCLT submitted the report on 12th July, 2019 before the Hon'ble NCLT and thereafter provided the same along with scrutinizer report to the Company.</p> <p>Proper Disclosure of the Voting results were made by the Company to the Stock Exchange (s) and NSDL e-</p>	<p>There was a delay in submission of Voting results for the court convened meeting which was not in line with Regulation 44(3) of SEBI (LODR) Regulations 2015</p>	<p>Proper Disclosure of the Voting results were made by the Company to the Stock Exchange (s) and to the NSDL, immediately on the receipt of the report from Chairperson appointed by the Hon'ble NCLT, Chandigarh. The results were also simultaneously posted on the Website of the Company.</p> <p>The report, therefore had been disclosed in the Public Domain within 48 hours of receiving the report.</p> <p>However, both the Stock Exchanges (BSE Limited & National Stock Exchange of India Limited) had levied the penalty on the Company. The Company filed Clarification/Representation in response to the notices received and requested to waive off and refund the fine SOP fine levied on September 19, 2020.</p> <p>The NSE vide Ref. No. NSE/LIST/SOP/ANANTRAJ dated February 8, 2020 favorably considered request for waiver of fine.</p>	<p>The NSE vide its letter dated February 8, 2020 accepted the request for the waiver of fine levied on the Company.</p>
---	--	---	---	--

<p>voting Portal and posted on the Website of the Company immediately on the receipt of report from Chairperson appointed by the Hon'ble NCLT, Chandigarh.</p> <p>The report, therefore had been disclosed in the Public Domain within 48 hours of receiving the report.</p>			
--	--	--	--

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

Place: New Delhi
Date: 24.06.2021
UDIN: A052116C000506108

PRIYA Digitally signed
by PRIYA JINDAL
JINDAL Date: 2021.06.24
16:55:48 +05'30'

Priya Jindal
CP No.:20065