

Anant Raj Limited

(Formerly Anant Raj Industries Limited)

CIN : L45400HR1985PLC021622

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ARL/CS/12803

April 15, 2017

The Manager
Listing Department
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051

Ref : NSE SYMBOL - ANANT RAJ

Subject: “Quarterly Compliance Report on Corporate Governance for the quarter ended 31.03.2017 and Compliance Report on Corporate Governance for the financial year ended March 31, 2017, under Regulation 27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015”

Dear Sir,

In terms of the Regulation 27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith the following:

- a) The Quarterly Compliance Report on Corporate Governance for the quarter ended March 31, 2017 and;
- b) The Compliance Report on Corporate Governance for the financial year ended March 31, 2017.

Hope you will find the above in order.

Thanking You,

Yours faithfully

For **Anant Raj Limited**

Manoj Pahwa
Company Secretary

Encl: As above

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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: - Anant Raj Limited

CIN No: L45400HR1985PLC021622

Quarter ended on: - March 31, 2017

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category(Chairperson/Executive/ Non-Executive/independent/Nominee)	Date of appointment in the current term/cessation	Tenure	Number of Directorship in listed entities including this listed entity	Number of Memberships in Audit/ Stakeholder Committee (s) including this listed entity	Number of post of Chairperson in Audit/ Stakeholder Committee including this listed entity
Mr.	Ashok Sarin	AAKPS7324R & 00016199	Chairperson & NED	19/10/1992	N.A	01	01	0
Mr.	Anil Sarin	AAKPS7320M & 00016152	Managing Director (Executive)	31/12/2012	N.A	01	01	0
Mr.	Amit Sarin	AAKPS7322K & 00015837	Executive Director & CEO	09/07/2014	N.A	01	0	0
Mr.	Brajindar Mohan Singh	ADHPS5481M & 02143830	Independent Director	30/09/2014	02 years and 6 months	02	01	0
Mr.	Ambarish Chatterjee	AAAPC3232E & 00653680	Independent Director	30/09/2014	02 years and 6 months	02	03	02
Mr.	Maneesh Gupta	ADCPG3867G & 00129254	Independent Director	30/09/2014	02 years and 6 months	01	02	0
Mrs.	Priya Singh Aggarwal	AAHPA0155D & 00535042	Independent Director	30/03/2015	02 year	01	0	0



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

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
27 th October, 2016	10 th February, 2017	57 days is the maximum time gap between two consecutive meeting i.e (14 th December, 2016 - 10 th February, 2017)
14 th December, 2016		



IV. Meeting of Committees			
Date(s) of Meeting of Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1. Audit Committee			
10 th February, 2017	All the members were present and thus, quorum was met	27 th October, 2016	57 days is the maximum time gap between two consecutive meeting i.e (14 th December, 2016 - 10 th February, 2017)
		14 th December, 2016	
2. Nomination and Remuneration Committee			
10 th February, 2017	All the members were present and thus, quorum was met.	27 th October, 2016	105 days is the maximum time gap between two consecutive meeting i.e (27 th October, 2016 - 10 th February, 2017)
30 th March, 2017			
3. Stakeholders Relationship Committee			
07 th January, 2017	All the members were present and thus, quorum was met.	10 th October, 2016	88 days is the maximum time gap between two consecutive meeting i.e (10 th October, 2016 - 07 th January, 2017)

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A



Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a) Audit Committee
 - b) Nomination & Remuneration Committee
 - c) Stakeholders Relationship Committee
 - d) Risk Management Committee (applicable to the top 100 listed entities) N.A
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: *The Board had taken note of the report of corporate governance of previous quarter ended on 31st December, 2016, submitted in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The Directors read the report and they were satisfied about the content therein.*



Manoj Pahwa
Company Secretary & Compliance officer



Date: April 15, 2017
Place: New Delhi

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE (FOR WHOLE OF THE
FINANCIAL YEAR ENDED MARCH 31, 2017)**

Name of the Company: - Anant Raj Limited

CIN No: L45400HR1985PLC021622

Year ended on: - March 31, 2017

I. Disclosure of Website in terms of Listing Regulations		
Item		Compliance Status (Yes/No/N.A)
Details of business		Yes
Terms and Conditions of appointment of Independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		N.A
Policy on dealing with related party transactions		Yes
Policy on determining of 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact Information of the designated officials of the listed entity who are responsible for assisting and handing investor grievances		Yes
Email address for grievance Redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		N.A
New name and old name of the listed entity		N.A
II Annual Affirmations		
Particulars	Regulations Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/or eligibility	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointment	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Composition	17(6)	N.A
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit committee	18(2)	Yes
Composition of nomination and remuneration committee	19(1) & (2)	Yes



Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect of Obligations of directors and senior management	26 (2) & 26(5)	Yes

Note

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

III Affirmations:

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

Manoj Pahwa
 Company Secretary & Compliance Officer
 Date: April 15, 2017
 Place: New Delhi

