



Annexure - X

ANANT RAJ AGENCIES PRIVATE LTD.

CIN : U74899HR1979PTC065952

Regd. Office: Plot No. CP-1, Sector - 8, IMT Manesar,
Gurgaon-122051, Haryana Telefax: 0124-4265817

Email: manojpahwa@anantrajlimited.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ANANT RAJ AGENCIES PRIVATE LIMITED ("THE COMPANY") HELD ON WEDNESDAY, 29TH AUGUST 2018 AT 9:30AM AT H-65 CONNAUGHT CIRCUS, NEW DELHI - 110001

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Sections 52 and 66 and other applicable provisions, if any, of the Companies Act, 2013 (herein after referred as the 'Act') read with the Memorandum and Articles of Association of the Company and the other applicable laws, rules, regulations, bye-laws as the case may be; and subject to the requisite approvals of the shareholders and creditors of the Company and the necessary consents, permissions and approvals of statutory or regulatory authorities and subject to the sanction of the Hon'ble National Company Law Tribunal of appropriate jurisdiction and all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the approval of the Board, be and is hereby accorded to the draft composite scheme of arrangement, inter alia, providing for amalgamation of the Company with and into Anant Raj Limited(Scheme)."

"RESOLVED FURTHER THAT Mr. Aman Sarin and Mr. Amar Sarin be and are hereby authorized to jointly sign the application, petition, affidavit or any other document that may be required to be signed in connection with the sanction to the Scheme and to take all steps necessary, in connection with the filing of application with the National Company Law Tribunal of appropriate jurisdiction for directions for holding and/or dispensing with the meetings of the shareholders and/or creditors of the Company and for filing of petition for confirmation of the Scheme by the National Company Law Tribunal of appropriate jurisdiction, and to do all acts and things as may be considered necessary in relation thereto including appointment of solicitors and/or advocates, filing of necessary application to Registrar of Companies, Regional Director, Official Liquidator and such other authorities as may be required."

**Certified True Copy
For Anant Raj Agencies Private Limited**



ANIL SARIN

Director

DIN: 00016152

**28, Sri Ram Road, Civil Lines
Delhi - 110054**



ANANT RAJ AGENCIES PRIVATE LTD.

CIN : U74899HR1979PTC065952

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Email: manojpahwa@anantrajlimited.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ANANT RAJ AGENCIES PRIVATE LIMITED (COMPANY) HELD ON THURSDAY, OCTOBER 18, 2018 AT 9:30AM AT H-65 CONNAUGHT CIRCUS, NEW DELHI – 110001

“**RESOLVED THAT** in continuation of the resolution of the Board dated 29th August 2018 approving the composite scheme of arrangement for amalgamation and demerger (‘Scheme’), the modification in the Scheme only to the extent relating to the share exchange ratio with respect to the amalgamation of the Company with and into Anant Raj Limited, as mentioned herein below, be and is hereby approved by the Board and all other aspects of the resolution dated August 29, 2018 approving the Scheme to remain the same.

“587 (Five Hundred Eighty-seven) equity shares of Rs. 2/- (Rupees Two) each of ARL for every 10 (Ten) equity share of Rs. 10/- (Rupee Ten) held in ARAPL”

RESOLVED FURTHER that the revised Scheme along with the Share Exchange Ratio Certificate/ Share Entitlement Ratio certificate for Amalgamation of the Company with and into ARL and immediately thereupon, Demerger of ‘Project Division’ of Anant Raj Limited into Anant Raj Global Limited, as submitted to this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.

**Certified True Copy
For Anant Raj Agencies Private Limited**

ANIL SARIN

Director

DIN: 00016152

**28, Sri Ram Road, Civil Lines,
Delhi-110054**

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



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE THIRD MEETING OF BOARD OF DIRECTORS OF M/S ANANT RAJ LIMITED (COMPANY) OF THE FINANCIAL YEAR 2018-19 OF THE COMPANY HELD ON THURSDAY, THE 18TH DAY OF OCTOBER, 2018 AT 03:30 P.M AT H-65, CONNAUGHT CIRCUS, NEW DELHI-110001

“**RESOLVED THAT** in continuation of the resolution of the Board dated 29th August 2018 approving the composite scheme of arrangement for amalgamation and demerger (‘Scheme’), the modification in the Scheme only to the extent relating to the share exchange ratio with respect to the amalgamation of Anant Raj Agencies Private Limited with the Company be and is hereby approved by the Board and all other aspects of the resolution dated August 29, 2018 approving the Scheme to remain the same.

RESOLVED FURTHER that the revised Scheme along with the Share Exchange Ratio Certificate/ Share Entitlement Ratio certificate for Amalgamation of Anant Raj Agencies Private Limited with the Company and immediately thereupon, Demerger of ‘Project Division’ of the Company into Anant Raj Global Limited, as submitted to this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the report of the Audit Committee, considering inter alia the Share Exchange Ratio Certificate / Share Entitlement Ratio Certificate of M/s Sanjeev Jagdish Chand and Associates, Chartered Accountants dated October 18, 2018 and the Fairness Opinion of Corporate Professionals Capital Private Limited, a SEBI registered Category 1 Merchant Banker dated October 18, 2018 be and are hereby taken on record.

RESOLVED FURTHER THAT taking into consideration the report submitted by audit committee recommending the draft Scheme, the Share Exchange Ratio Certificate / Share Entitlement Ratio Certificate of M/s Sanjeev Jagdish Chand and Associates, Chartered Accountants and Fairness Opinion obtained from Corporate Professionals Capital Private Limited a SEBI Registered Category –I Merchant Banker, the share exchange ratios / Share entitlement ratios proposed in the Scheme be and are hereby approved.

RESOLVED FURTHER THAT in compliance with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time for the purpose of approval under Regulation 37 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and coordinating with SEBI, the Board of Directors of the company hereby designate “National Stock Exchange of India Limited” as the Designated Stock Exchange.”

**Certified True Copy
For Anant Raj Limited**

**Manoj Pahwa
Company Secretary
A-7812**

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



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE SECOND MEETING OF BOARD OF DIRECTORS OF M/S ANANT RAJ LIMITED (COMPANY) OF THE FINANCIAL YEAR 2018-19 OF THE COMPANY HELD ON WEDNESDAY, THE 29TH DAY OF AUGUST, 2018 AT 03:30 P.M AT H-65, CONNAUGHT CIRCUS, NEW DELHI-110001

“RESOLVED THAT, pursuant to the provisions of Sections 230 to 232 read with Sections 52 and 66 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the relevant provisions of the memorandum and articles of association of the Company and the other applicable laws, rules, regulations, bye-laws as the case may be and subject to the requisite approvals of the shareholders and creditors of the Company and the necessary consents, permissions and approvals of the Securities and Exchange Board of India, the stock exchange(s) and any other statutory or regulatory authorities and subject to the sanction of the Hon’ble National Company Law Tribunal (“NCLT”) of appropriate jurisdiction and all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Company, and the recommendations given by Audit Committee, the approval of the Board be and is hereby accorded to the draft composite scheme of arrangement for amalgamation and demerger (“Scheme”) for the amalgamation of Anant Raj Agencies Private Limited with the Company and the demerger of the Project Division (defined in the Scheme) of the Company into its wholly owned subsidiary, Anant Raj Global Limited, as placed before the Board and initialled by the Chairman, and further that the management and operations of the Project Division and the Remaining Business (defined in the Scheme) shall be conducted in the same manner as they would be on the Effective Date (defined in the Scheme) of the Scheme..

RESOLVED FURTHER THAT Mr. Aman Sarin, COO and Mr. Amar Sarin, Director of the Company be and are hereby authorized to jointly sign the application, petition, affidavit or any other document that may be required to be signed in connection with the sanction to the Scheme and to take all steps necessary, in connection with the filing of application with the Hon’ble NCLT of appropriate jurisdiction for directions for holding and/or dispensing meetings of the shareholders and/or creditors of the Company and for filing of petition for confirmation of the Scheme with the NCLT of appropriate jurisdiction, and to do all acts and things as may be considered necessary in relation thereto including appointment of M/s Corporate Professionals and M/s AZB & Partners and/or other solicitors and/or advocates, filing of necessary application to Registrar of Companies (ROC), Regional Director and such other authorities as may be required”

Certified True Copy
For Anant Raj Limited

Manoj Paliwa
Company Secretary
A-7812

ANANT RAJ GLOBAL LIMITED

(CIN: U70100HR2016PLC065615)

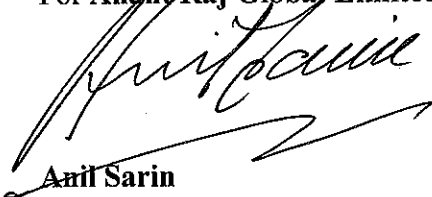
Regd. Office: Plot No. CP-1, Sector – 8, IMT Manesar,
Gurgaon-122051, Haryana **Telefax:** 0124-4265817
Email: cs@anantrajprojects.com

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF
THE BOARD OF DIRECTORS OF THE COMPANY HELD ON THURSDAY, OCTOBER
18, 2018 AT H-65, CONNAUGHT CIRCUS, NEW DELHI- 110001 AT 02:00 P.M.**

“**RESOLVED THAT** in continuation of the resolution of the Board dated 29th August 2018 approving the composite scheme of arrangement for amalgamation and demerger (‘Scheme’), the modification in the Scheme only to the extent relating to the share exchange ratio with respect to the amalgamation of Anant Raj Agencies Private Limited with and into Anant Raj Limited be and is hereby approved by the Board and all other aspects of the resolution dated August 29, 2018 approving the Scheme to remain the same.

RESOLVED FURTHER that the revised Scheme along with the Share Exchange Ratio Certificate/ Share Entitlement Ratio certificate for Amalgamation of Anant Raj Agencies Private Limited with and into Anant Raj Limited and immediately thereupon, Demerger of ‘Project Division’ of Anant Raj Limited and the vesting thereof with the Company, as submitted to this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.

**Certified True Copy
For Anant Raj Global Limited**



**Anil Sarin
Director
DIN: 00016152
28, Sri Ram Road,
Civil Lines, Delhi-110054**

ANANT RAJ GLOBAL LIMITED

(CIN: U70100HR2016PLC065615)

Regd. Office: Plot No. CP-1, Sector – 8, IMT Manesar,
Gurgaon-122051, Haryana **Telefax:** 0124-4265817

Email: cs@anantrajprojects.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON WEDNESDAY, 29TH AUGUST 2018 AT H-65, CONNAUGHT CIRCUS, NEW DELHI- 110001 AT 03:00 P.M.

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 read with Sections 52 and 66 and other applicable provisions, if any, of the Companies Act, 2013 (herein after referred as the 'Act') read with the Memorandum and Articles of Association of the Company and the other applicable laws, rules, regulations, bye-laws as the case may be; and subject to the requisite approvals of the shareholders and creditors of the Company and the necessary consents, permissions and approvals of statutory or regulatory authorities and subject to the sanction of the Hon'ble National Company Law Tribunal of appropriate jurisdiction and all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the approval of the Board, be and is hereby accorded to the Scheme, inter alia, providing for demerger of the Project Division (as defined in the Scheme) of Anant Raj Limited and vesting thereof in the Company."

"**RESOLVED FURTHER THAT** Mr. Aman Sarin and Mr. Amar Sarin be and are hereby authorized to jointly sign the application, petition, affidavit or any other document that may be required to be signed in connection with the sanction to the Scheme and to take all steps necessary, in connection with the filing of application with the National Company Law Tribunal of appropriate jurisdiction for directions for holding and/or dispensing with the meetings of the shareholders and/or creditors of the Company and for filing of petition for confirmation of the Scheme by the National Company Law Tribunal of appropriate jurisdiction, and to do all acts and things as may be considered necessary in relation thereto including appointment of solicitors and/or advocates, filing of necessary application to Registrar of Companies, Regional Director, Official Liquidator and such other authorities as may be required, including providing any consent or approval for and on behalf of the Company in terms of the Scheme."

Certified True Copy
For Anant Raj Global Limited



Anil Sarin

Director

DIN: 00016152

28, Sri Ram Road,

Civil Lines, Delhi-110054