

Anant Raj Limited

(Formerly Anant Raj Industries Limited)

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Annexure - XIV



Date: November 01, 2018

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051

Dear Sir,

Subject: Application as per Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations, 2015") for the purpose of obtaining 'No-Objection Letter' for the Draft Composite Scheme of Arrangement for Amalgamation and Demerger ('Scheme') under Section 230-232 read with Section 52 and 66 of the Companies Act, 2013

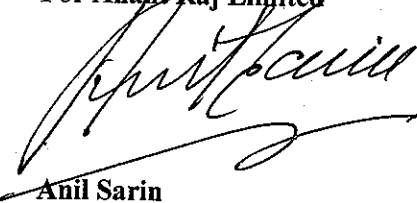
I, Anil Sarin, being the Managing Director of the company, Anant Raj Limited, with regard to obtaining 'No- objection Letter' for the proposed Composite Scheme of Arrangement for Amalgamation and Demerger involving the amalgamation of Anant Raj Agencies Private Limited ('Amalgamating Company' or 'ARAPL') with and into Anant Raj Limited (the 'Company'/'Amalgamated Company'/'Demerged Company' or 'ARL') and immediately thereupon, Demerger of 'Project Division' of the Company into Anant Raj Global Limited ('Resulting Company' or 'ARGL') under Section 230-232 read with Section 52 and 66 of the Companies Act, 2013 do hereby confirm the following:

1. The proposed Composite Scheme of Arrangement for Amalgamation and Demerger to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of SEBI Act, 1992, Securities Contracts (Regulation) Act, 1956, Depositories Act, 1996, Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and Stock Exchanges.
2. The draft Composite Scheme of Arrangement for Amalgamation and Demerger together with all documents mentioned in SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, has been disseminated on company's website as per Website link given hereunder: www.anantrajlimited.com
3. The company shall obtain shareholders' approval by way of special resolution passed through e-voting as mentioned in Clause 3.3 of Chapter 4 on page no. 39 of the scheme.

Further, the company shall proceed with the scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.

4. The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
5. In case of Unlisted Company being involved in the Scheme:
 - a. The Company shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme in the format specified for abridged prospectus, certified by a SEBI Registered Merchant Banker, as provided in Part D of Schedule VIII of the ICDR Regulations, in the explanatory statement or notice or proposal accompanying resolution to be passed sent to the shareholders while seeking approval of the scheme and the same shall be submitted to Stock Exchanges.
 - b. The percentage of shareholding of pre-scheme public shareholders of the listed entity and the Qualified Institutional Buyers (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the "merged" company shall not be less than 25%.
6. The documents filed by the Company with the Exchange are same in all respect, which have been filled by the Company with SEBI.
7. There will be no alteration in the Share Capital of the unlisted Amalgamating Company and Resulting Company from the one given in the draft Composite Scheme of Arrangement for Amalgamation and Demerger.

For Anant Raj Limited



Anil Sarin

Managing Director

DIN: 00016152

Encl: a/a