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

Anant Raj Group

ARL/CS/12897 **28.11.2018**

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

Subject: Notice of Postal Ballot

Dear Sir,

Please find enclosed herewith a copy of Notice of Postal Ballot of the Company to transact the below mentioned Special Businesses as set out in the said Notice.

1. To approve the Re-Appointment of Shri Brajindar Mohan Singh (DIN: 02143830), as an Independent Director of the Company
2. To approve the Re-Appointment of Shri Maneesh Gupta (DIN:00129254) as an Independent Director of the Company
3. To approve the Re-Appointment of Shri Ambarish Chatterjee (DIN:00653680) as an Independent Director of the Company

The specimen copy of postal Ballot form is also attached with the notice.

The said notice is also available on the Company's website anantrajlimited.com.

This is for your kind information and record please.

Thanking You,

For **Anant Raj Limited**

Manoj Pahwa
(Company Secretary)
A-7812

ANANT RAJ LIMITED

(Formerly known as Anant Raj Industries Limited)
(CIN: L45400HR1985PLC021622)
Registered office: Plot No. CP-1, Sector-8, IMT Manesar, Gurgaon, Haryana-122051
Telefax: (0124) 4265817
Head Office: H-65, Connaught Circus, New Delhi-110001 Tel: 011-43034400 Fax: 011-43582879
Email: manojpahwa@anantrajlimited.com Website: www.anantrajlimited.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Voting starts on	Voting ends on
02.12.2018 at 09:00 A.M.	31.12.2018 at 05:00 P.M.

To

The Member(s),

Subject: Passing of Resolutions by Postal Ballot

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), that the resolutions appended below are proposed to be passed by way of postal ballot i.e. voting by post or voting by electronic means(e-voting), as the case may be.

1. To approve the Re-Appointment of Shri Brajindar Mohan Singh (DIN: 02143830), as an Independent Director of the Company

2. To approve the Re-Appointment of Shri Maneesh Gupta (DIN: 00129254), as an Independent Director of the Company.

3. To approve the Re-Appointment of Shri Ambarish Chatterjee (DIN: 00653680), as an Independent Director of the Company.

The Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Postal Ballot Form") for your consideration.

The Board of Directors of the Company (the "Board") at its meeting held on Thursday, 18th October, 2018 has appointed Ms. Priya Jindal, Practicing Company Secretary (Membership No ACS 52116 & Certificate of Practice No.20065) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies

(Management and Administration) Rules, 2014 and other applicable provisions of the Act, the Company is pleased to provide e-voting facility to all its members to enable them to cast their votes electronically on the resolutions proposed in this Notice of Postal Ballot. E-voting is optional and all members (whether holding shares in the dematerialized form or in physical form) may vote either by completing or dispatching the postal ballot form by post, or by e-voting. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Form and record their assent (for) or dissent (against) therein by filling necessary details and affixing their signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than Monday, 31.12.2018 (5.00 p.m.). If any postal ballot is received after 5.00 p.m. on Monday, 31.12.2018, it will be considered that no reply from such member has been received and such postal ballot would not be considered. A Postal Ballot form sent by courier or by registered post/ speed post at the expense of the member(s) will also be accepted.

Members desiring to exercise their vote by using e-voting facility are requested to carefully read and follow the instructions in the Notes as mentioned under the Section **'Voting through electronic means'** in this Notice.

Upon completion of the e-voting process and scrutiny of the Postal Ballot Forms, the Scrutinizer will submit her report to the Chairman or any other person authorized by him. The results of the postal ballot would be announced by the Chairman or any other person authorized by him not later than 48 hours of the conclusion of the voting through Postal Ballot.

The aforesaid result of the postal ballot along with the scrutinizer's report would be displayed at the Registered Office of the Company and on the website of the Company: **www.anantrajlimited.com** and on the website of NSDL evoting@nsdl.co.in immediately after the results are declared by the Chairman or the person authorized by him and same shall be simultaneously communicated to the Stock Exchanges (BSE & NSE) where the shares of the Company are listed.

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the institute of Company Secretaries of India, if approved with requisite majority the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. 31.12.2018.

Detailed Explanatory Statement setting out the material facts concerning resolutions and instructions for e-voting is annexed to the postal ballot / e-voting notice. (the 'Notice').

The said notice of postal ballot and ballot form have been placed on the website of the Company viz. **www.anantrajlimited.com**. Members requiring any clarification may contact Mr. Manoj Pahwa, Company Secretary at the Head Office of the Company.

SPECIAL BUSINESSES:

1. **Re-Appointment of Shri Brajindar Mohan Singh (DIN: 02143830), as an Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies

(Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions and laws, consent of the Members be and is hereby accorded for the re - appointment of Shri Brajindar Mohan Singh (DIN: 02143830), as an Independent Director of the Company, who has consented to act as an Independent Director and given declaration of Independence under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Nomination & Remuneration Committee has recommended his re-appointment and the Company has also received a notice in writing under section 160 of Companies Act, 2013 proposing his candidature for the office of *I*ndependent *D*irector, for a further period of 5 (five) years with effect from September 30, 2019 and his office shall not be liable to be determined by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, to give effect to the aforesaid resolution."

2. Re-Appointment of Shri Maneesh Gupta (DIN:00129254) as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions and laws, consent of the Members be and is hereby accorded for the re - appointment of Shri Maneesh Gupta (DIN: 00129254), as an Independent Director of the Company, who has consented to act as an Independent Director and given declaration of Independence under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Nomination & Remuneration Committee has also recommended his re-appointment and the Company has also received a notice in writing under section 160 of Companies Act, 2013 proposing his candidature for the office of Independent Director, for a further period of 5 (five) years with effect from September 30, 2019 and his office shall not be liable to be determined by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, to give effect to the aforesaid resolution."

3. Re-Appointment of Shri Ambarish Chatterjee (DIN:00653680) as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions and laws, consent of the Members be and is hereby accorded for the re - appointment of Shri Ambarish Chatterjee (DIN: 00653680), as an Independent Director of the Company, who has consented to act as an Independent Director and given declaration of independence under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Nomination & Remuneration Committee has also recommended his re-appointment and the Company has also received a notice in writing under section 160 of Companies Act, 2013 proposing his candidature for the office of Independent Director, for a further period of 5 (five) years with effect from September 30, 2019 and his office shall not be liable to be determined by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, to give effect to the aforesaid resolution."

By Order of the Board of Directors
For Anant Raj Limited

Manoj Pahwa
Company Secretary
Membership No.: A - 7812

Place: New Delhi
Date: *18.10.2018*

Encl: 1. Explanatory Statement
2. Postal Ballot Form & Self –addressed postage pre-paid envelope.

NOTES:

1. The Statement pursuant to Section 102(1) of the Act, setting out material facts for the proposed resolutions is annexed herewith.
2. Consideration and approval of the shareholders of the Company by postal ballot and e-voting is sought for the above resolutions.
3. Resolutions passed by the shareholders through postal ballot and e-voting is deemed to have been passed at a General Meeting of the shareholders.
4. The material documents referred to in the accompanying explanatory statement shall be open for inspection by the shareholders at the Registered office of the Company on all working days except Saturdays, Sundays and public holidays (09:30 a.m. to 11.30 a.m.) up to the last date for receipt of postal ballot form.
5. The Notice of Postal Ballot along with postal ballot form containing instruction is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday 16.11.2018 ('Cut-off Date'). The Postal Ballot notice along with postal ballot form containing instruction is being sent to members in electronic form to the email addresses registered with the Depository Participants (in case of electronic shareholding). *Fo*r members whose email IDs are not registered, physical copies of the notice along with Postal Ballot Form are being sent by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
6. The e-voting period commences on Sunday, 02.12.2018 at 09:00 A.M. and ends on Monday, 31.12.2018 at 05:00 P.M. During this period, Shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut off date i.e. 16.11.2018 may cast their vote by e-voting. Once the vote on a resolution is cast by the shareholder, the Shareholder shall not be allowed to

change it subsequently.

7. The Board of Directors of the Company has appointed Ms. Priya Jindal (Membership No. ACS 52116 and Certificate of Practice No. 20065), Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

8. The Board of Directors has appointed Company Secretary of the Company as a person responsible for the entire postal ballot process.

9. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on Monday, 31.12.2018 being last day of voting through electronic means or by postal ballot.

10. In compliance with provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India, the Company is pleased to offer e-voting facility to enable members to cast their votes electronically. The Board of Directors of the Company has appointed National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically. However, e-voting is optional. The detailed procedure with respect to e-voting is mentioned later in the Notice.

11. The Scrutinizer will submit her report to the Chairman or any other person authorized by him after scrutiny of the Postal Ballot forms including e-voting & the result of the Postal Ballot shall be declared by the Chairman or any other person authorized by him on or before Wednesday, 02.01.2019 at the Registered Office of the Company. The results shall be placed on the website & notice board of the Company along with scrutinizer report at **www.anantrajlimited.com** & on the website of the e-voting agency i.e **www.evoting.nsdl.com**. and simultaneously will be communicated to the Stock Exchanges (BSE & NSE) where the securities of the Company are listed.

12. This notice of postal ballot along with Explanatory Statement, instructions and manners of e-voting process will also be placed on the website of the Company i.e. **www.anantrajlimited.com** and also on the website of the e-voting agency i.e. **www.evoting.nsdl.com** and on the stock exchanges (BSE & NSE) where the shares of the Company are listed.

13. Members have option to vote either through e-voting or through Postal Ballot Form.

14. A Member cannot vote through both options i.e by post*al Ballot* and e-voting. However, if he/she votes both by postal ballot and e- voting, his vote through e-voting will prevail.

15. In case, shares are jointly held, first named Member shall be eligible to vote and in his/her absence, by the next named Member. There will be only 1 (One) postal ballot form for every registered folio/ client ID irrespective of the number of joint members.

16. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority Letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.

17. The vote in this Postal Ballot cannot be exercised through proxy.

18. Members are requested to carefully read the instructions printed on the back of the Postal Ballot Form before exercising their vote and return the form duly completed in the attached self addressed business reply envelope so as to reach the scrutinizer on or before 31.12.2018 at the following address:

    Ms. Priya Jindal (Scrutinizer)

    Unit: Anant Raj Limited

    Alankit Assignments Limited (RTA)

    Alankit Heights, 3E/7, Jhandewalan Extension, New Delhi-110055

19. A member may request for duplicate postal ballot form, if so required. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link **www.evoting.nsdl.com** or seek duplicate Postal Ballot Form from *the* Company or M/s. Alankit Assignments Limited, Registrar & Transfer Agent, Alankit Heights, 3E/7 Jhandewalan Extension,

New Delhi - 110055, Telephone no. 011- 42541955 and Email ID: rta@alankit.com *and* fill in the details and send the same to the Scrutinizer.

20. In case of any queries, any member who has grievances connected with e-voting for postal ballot can contact at below mentioned official of the Company:,

    Name : A.K. Prashar

    Designation : Senior Manager (Secretarial Department)

    Address: H-65, Connaught Circus, New Delhi-110001

    E-mail id: ak.prashar@anantrajlimited.com

    Phone No.:011-43559164

21. The voting rights of Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on Cut-off Date i.e. 16.11.2018
22. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
23. The postal ballot and all other papers relating to postal ballot including voting by e-voting shall be under the safe custody of the scrutinizer till the Chairman consider, approve and sign the minutes.

INSTRUCTIONS FOR VOTING

Voting through Postal Ballot Form

1. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, Postal Ballot(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot(s) may also be deposited personally. The duly completed Postal Ballot(s) form should reach the Scrutinizer not later than 05:00 p.m. on 31.12.2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
2. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only.

Voting through electronic means

In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendments Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015,and Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India, the Company is pleased to provide the facility to members to exercise their right to vote on resolutions set forth in this notice by electronic means. The Company has engaged the services of National Securities Depository Limited (NSDL) in respect of all the business to be transacted through Postal Ballot. However, it may be noted that E-voting is optional.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

A. Instructions/procedure for E-Voting by the members whose email ID's are registered with the Company/ Depository Participant:

The instructions for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at http://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL http://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

ii) Once the home page of e-Voting System is launched. Click on the icon "Login" which is available under 'Shareholders' section.

iii) A new screen will open. You will have to enter your User ID, Your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your user ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is In300*** and Client ID is 12****** then your user ID is IN300**12******
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members who holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v) Your password details are given below:

a) If you are already registered for e- Voting then you can use your existing password to login and cast your vote.

b) If you are using NSDL e- Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to Change your password.

c) How to retrieve your 'initial password'?

(I) If your email ID is registered in your demat account or with the company your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User Id and your 'initial password'.

(ii) If your email ID is not registered, your "Initial password" is communicated to you on your postal address.

vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

vii) After entering your password, tick on agree to "Terms and Conditions" by selecting in the checkbox.

viii) Now, you will have to click on "Login" button.

1. After you click on the "Login" button, Home page of e-Voting will open.

   Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

i After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e- Voting. Then Click on Active Voting Cycles.

ii After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycles is in active status.

iii Select "EVEN" of company for which you wish to cast your vote. Click on the "EVEN" of the Anant Raj Limited for the voting.

iv Now you are ready for e-Voting as the Voting page opens.

v Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

vi Upon confirmation, the message "Vote cast successfully" will be displayed.

vii You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

viii Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

<u>**GENERAL GUIDELINES FOR SHAREHOLDERS**</u>

(i) Institutional shareholders (i.e. other than individuals, HUF, NRI,etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cspriyajindal@gmail.com, with a copy marked to **evoting@nsdl.co.in.**

(ii) In case of any queries, any member who has grievances, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for members available at the downloads section of **www.evoting.nsdl.com** or call on toll free no.:1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, SenapatiBapat Marg, Lower Parel, Mumbai-400013, at the designated email IDs – **evoting@nsdl.co.in** or **pallavid@nsdl.co.in** or at telephone nos. +91 2224994600/ +912224994545.

(iii) Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.

A. In case a Member receives physical copy of the Notice of Postal Ballot (for Members whose email addresses are not registered with the Company/Depositories):

(i) Initial password is provided in the enclosed Particulars of E-voting: EVEN (E-Voting Event Number), user ID and password.

(ii) Please follow all steps as mentioned above, to cast your vote electronically.

B. The e-voting period commences on 02.12.2018 at 09:00 A.M.and ends on 31.12.2018 at 05:00 P.M. During this period, Members of the Company may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast, Member shall not be allowed to change it subsequently.

C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 to 3

Re-Appointment of Shri Brajindar Mohan Singh, Shri Maneesh Gupta and Shri Ambarish Chatterjee as an Independent Directors of the Company

As you are aware that Shri Brajindar Mohan Singh, Shri Maneesh Gupta and Shri Ambarish Chatterjee were appointed as an Independent Directors of the Company for a period of five years w.e.f. September 30, 2014 upto September 29, 2019.The term of these Independent Directors will be expiring in next year on September 29, 2019, the Nomination & Remuneration Committee in its meeting held on 04th October, 2018 recommended their re-appointment based upon their performance evaluation and this recommendation is further seconded by the Board of Directors in its meeting held on 18th October, 2018. In this regard, the concerned Independent Directors have given their consent to extend their office as such for a further period of five years and also received a declaration to the effect that they meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Further, they have confirmed that they are qualified to become Directors of the Company.

In the opinion of the Board, Shri Brajindar Mohan Singh, Shri Maneesh Gupta and Shri Ambarish Chatterjee are persons of integrity, and fulfill the conditions specified in the Act and the Rules made thereunder and are Independent of the Management of the Company

Brief resume, the nature of their expertise in specific functional areas, names of Companies in which they hold directorships, committee memberships/ chairmanships, their shareholding etc., are separately annexed hereto. The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during all working days, excluding Saturdays, Sundays & public holidays (09:30 a.m. to 11:30 a.m.) upto the last date for receipt of postal ballot form.

The Board of Directors are of the opinion that appointment of Shri Brajindar Mohan Singh, Shri Maneesh Gupta and Shri Ambarish Chatterjee as an Independent Directors will benefit the Company considering their expertise & knowledge

In Compliance with provision of Section 149 read with Schedule IV of the Companies Act, 2013, the resolutions set out in item nos. 1 to 3 for the re-appointment of Independent Directors for a second term of five years is placed before members for their approval as the Special Resolution.

Except Shri Brajindar Mohan Singh, Shri Maneesh Gupta and Shri Ambarish Chatterjee and their relatives, None of the Directors, Key Managerial Personnel of the Company, are concerned or interested, financially or otherwise, in the said resolutions.

By Order of the Board of Directors
For Anant Raj Limited

Manoj Pahwa
Company Secretary
Membership No.: A - 7812

Place: New Delhi
Date:18.10.2018

Details of Directors in accordance with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations and Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking Re – appointment are as follows: -

Name	Shri Brajindar Mohan (DIN: 02143830)	Shri Maneesh Gupta (DIN: 00129254)	Shri Ambarish Chatterjee (DIN: 00653680)
Date of Birth	October 26, 1947	April 20, 1969	May 03, 1963
Profile	As per the columns given below	As per the columns given below	As per the columns given below
Nature of his expertise in specific functional areas	Fields of Tax & Finance.	Corporate laws and legal matters connected with civil issues.	Economic and Corporate Legislations
Date of first appointment on the Board	29.05.2009	07.06.2005	07.06.2005
Qualifications	Post Graduate	Fellow Member of the Institute of Company Secretaries of India (FCS)	Fellow Member of the Institute of Company Secretaries of India (FCS)
Experience	Retired IRS & Ex- Chairman of CBDT having 46 years of experience in fields of Tax & Finance.	Having more than 20 years of experience in field of Corporate laws and legal matters connected with civil issues.	Having 26 years post qualifications experience in areas of economic & corporate legislations.
Terms and conditions of appointment or re –appointment	Shri Brajindar Mohan Singh shall be re – appointed as Non-Executive-Independent Director of the Company w.e.f. September 30 2019, for further term of 5 years	Shri Maneesh Gupta shall be re – appointed as Non-Executive-Independent Director of the Company w.e.f. September 30 2019, for further term of 5 years	Shri Ambarish Chatterjee shall be re – appointed as Non-Executive-Independent Director of the Company w.e.f. September 30 2019, for further term of 5 years
Details of remuneration sought to be paid	Sitting fees and Commission, if any, at such rate as may be approved by the Board	Sitting fees and Commission, if any, at such rate as may be approved by the Board	Sitting fees and Commission, if any, at such rate as may be approved by the Board
Last drawn remuneration if applicable	N.A.	N.A.	N.A.
Shareholding in the company held either himself or on a beneficial basis for any other persons	NIL	NIL	NIL

Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL	NIL	NIL
The number of Meetings of the Board attended during the financial year ended 2017-18	4 (Four)	4 (Four)	4 (Four)
Directorship held in other companies as on date	1. Rollatainers Limited 2. Castex Technologies Limited 3. Metalyst Forgings Limited 4. Metro Tyres Limited 5. Barista Coffee 6. Rose Realty Private Limited 7. Hamara Realty Private Limited 8. Boutonniere Hospitality Private Limited 9. Anant Raj Global Limited	1. Shri Amba Prasad Chemicals Private Limited 2. Sovereign Buildwell Private Limited 3. Mlk Financia Management Private Limited 4. Human Empowerment Foundation 5. Anant Raj Cons. & Development Private Limited 6. Anant Raj Global Limited	1.Deora Capital Private Limited 2.Anant Raj Global Limited 3.Omega Hotels Limited 4.Thomas Bennett Schmidlin Facade Private Limited 5.ANC Contracting India Private Limited 6.GHI Energy Private Limited 7.Freshly Farmed And Frozen Foods Private Limited 8.Jai Mata Glass Limited 9. Indian Prochem Solutions Private Limited
Membership/ Chairmanship of Committees of other Companies as on date	1.Chairman –Nomination and Remuneration Committee(Metalys Forgings Limited) 2.Chairman – Corporate Social Responsibility (Metalyst Forgings Limited)	NIL	1. Member- Audit Committee (Jai Mata Glass Limited) 2. Member- Nomination & Remuneration Committee (Jai Mata Glass Limited)

	3.Member – Stakeholders Relationship Committee (Metalyst Forgings Limited) 4.Member – Risk Management Committee (Metalyst Forgings Limited) 5. Chairman – Nomination and Remuneration Committee(Castex Technologies Limited) 6. .Member – Risk Management Committee(Castex Technologies Limited)		

ANANT RAJ LIMITED

(FORMERLY KNOWN AS ANANT RAJ INDUSTRIES LIMITED)

(CIN : L45400HR1985PLC021622)

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

Head Office : H-65, Connaught Circus, New Delhi- 110001, Tel. : 011-43034400, Fax : 011-43582879

E-mail : manojpahwa@anantrajlimited.com **Website :** www.anantrajlimited.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer)

Serial No

1. Name & address of the Sole/ First named Member as registered with the Company :

2. Name(s) of the joint Members if any, registered with the Company :

3. Registered Folio No./ DPID No. & Client ID No. :

4. No. of equity shares held :

5. I/We hereby exercise my/our vote in respect of the following special resolutions to be passed through postal ballot for the businesses stated in the postal ballot notice of the Company dated 18.10.2018 ('Notice'), by conveying my/our assent or dissent to the said resolutions by placing tick (✓) mark at the appropriate boxes

S. No.	Particulars of the Resolutions	Type of Resolution	No. of Equity Shares held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Re - appointment of Shri. Brajindar Mohan Singh (DIN: 02143830), as an Independent Director of the Company	Special Resolution			
2.	Re - appointment of Shri Maneesh Gupta (DIN:00129254) as an Independent Director of the Company	Special Resolution			
3.	Re - appointment of Shri. Ambarish Chatterjee (DIN: 00653680) as an Independent Director of the Company	Special Resolution			

Place :

Date:

E-mail:

Contact No.:

(Signature of the Member/Authorized Representative)

(Strike out whichever is not applicable)

Last date for receipt of Postal Ballot Form by the Scrutinizer is Monday 31.12.2018 at 5:00 P.M.

ELECTRONIC VOTING PARTICULARS

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: https://www.evoting.nsdl.com

Particulars for electronic voting are as under:

EVEN (E-voting Number)	USER ID	PASSWORD

The e-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting
02.12.2018 at 09.00 A.M	31.12.2018 at 05.00 P.M

Notes :

1. Please read the instructions printed below carefully before exercising the vote through this form.
2. For E-voting facility, please refer 'Voting through electronic means' in the Notice attached.
3. E-voting shall be disabled at 5:00 p.m. on Monday 31.12.2018

P.T.O.

INSTRUCTIONS

1. This ballot form ('Postal Ballot Form') is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post for the resolutions included in the Notice.
2. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or e-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
3. A Member desiring to exercise vote through Postal Ballot Form should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope properly sealed. The postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, if sent in person or by courier or by registered / speed post at the expense of the Member, will also be accepted. Members residing outside India should stamp the envelopes appropriately.
4. The Board of Directors of the Company has at its meeting held on 18.10.2018 appointed Ms. Priya Jindal, Practising Company Secretary as scrutinizer for conducting the Postal Ballot Process in fair and transparent manner. The name and address on which the postal Ballot forms are to be sent are given below:

   Ms. Priya Jindal
   Scrutinizer
   Unit : Anant Raj Limited
   Alankit Assignments Limited (RTA)
   Alankit Heights, 3E/7, Jhandewalan Extension, New Delhi-110055
5. Self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address where the Postal Ballot Form needs to be posted.
6. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar & Share Transfer Agents/Depository Participant). In case of joint holding, the form should be completed and signed by the first named Member and in his/her absence, by the next named Member. There will be only one postal ballot form for every folio irrespective of the number of joint member (s). In case, holders of power of attorney sign the postal ballot form, reference to the Power of Attorney registered with the Company should be mentioned in the Postal Ballot Form. The right of voting by postal ballot cannot be exercised by proxy.
7. The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (✓) in the appropriate column.
8. The vote(s) of a Member will be considered invalid inter alia, on any of the following grounds:
   a. If the Member's signature does not tally
   b. If the member has marked his/ her/ its vote both for 'Assent' and 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held
   c. If the postal ballot form is unsigned, incomplete or incorrectly filled
   d. If the postal ballot form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
   e. A form other than one issued by the Company has been used;
   f. It has not been signed by or on behalf of the Member;
   g. Neither assent nor dissent is mentioned;
   h. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
   i. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
   j. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
   k. On such grounds which is in the opinion of the scrutinizer makes the vote invalid.
9. The Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self-addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of postal ballot will be final and binding.
11. Postal Ballot Forms received after 5:00 p.m. on (Monday, 31.12.2018) will be strictly treated as invalid / as if the reply from the Member has not been received.
12. Voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Members as per the Register of Members / Beneficial Owners as per the records maintained by the Depositories, as on Friday, 16.11.2018
13. In case the equity shares are held by bodies corporate, trusts, societies, etc. or by persons authorized under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the body corporate concerned or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with the specimen signature of the said authorized representative or power of attorney holder. If the same is/are already registered with the Company/Registrar and Share Transfer Agent/Depository Participant, please quote the registration no. beneath the signature.
14. For obtaining a duplicate form, an eligible Member may write to the Company at its registered office/ Registrar and Transfer Agents of the Company at M/s. Alankit Assignments Limited, Alankit Heights, Registrar & Transfer Agent, 3E/7Jhandewalan Extension, New Delhi - 110055, Telephone No. 011- 42541955 and Email ID: rta@alankit.com. However, the duly filled in duplicate form should reach within the date and time specified above. No other postal ballot form or photocopy thereof is permitted.
15. The result of postal ballot will be announced by the Chairman or in his absence, any person authorized by the Chairman on 02.01.2019, In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, if approved with requisite majority the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or e - voting i.e 31.12.2018 (31st December, 2018).