

# CORPORATE GOVERNANCE REPORT

(In compliance with Clause 49 of Listing Agreement)

## I. MANDATORY REQUIREMENTS

### 1. Corporate Governance: Philosophy

Corporate Governance is about commitment to values and conducting the affairs of the business in an ethical manner.

Corporate Governance is based on the principles such as conducting the business with all integrity and fairness, being transparent with regard to all transactions, making all the necessary disclosures and decisions, complying with all the laws of the land, accountability and responsibility towards the stakeholders.

Your Company adheres to high levels of corporate governance standards and best practices and commits itself to accountability and fiduciary duty in the effective implementation of mechanisms that would ensure Corporate Responsibility to the members and other stakeholders.

The Company's philosophy on Corporate Governance is to ensure the best possible management team with experienced professional people. The Company firmly believes that sound practices adopted in the governance of its affairs based on openness, transparency, capability and accountability are essential elements for long term success, building the confidence of its stakeholders, its functioning and conduct of business.

The Company has always maintained a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its Board Members, The Code of Conduct for regulating & Monitoring Trading by the Insiders and the Code of Practices and Procedures Fair Disclosure of Unpublished Price Sensitive Information, are available on the Company's website.

The Company has been complying with the Corporate Governance requirements, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges.

### 2. Board of Directors

#### A. Composition of Board:

The Board composition of your Company as on 31<sup>st</sup> March, 2015 comprises of (7) seven members with Five (5) Non-Executive Directors, including the

Chairman of the Board and Two (2) are Executive Directors designated as Managing Director and Director & CEO, respectively. Out of the above Five Non Executive Directors, (4) Four are Independent Directors who have been appointed for their professional expertise and experience that they possess. The composition of the Board of the Company is in conformity with the provisions of Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchange/(s)

The Board's role, functions, responsibilities and accountability are clearly defined. In addition to its primary role of monitoring corporate performance, the functions of the Board, inter-alia, include:

- Articulating the corporate philosophy and mission;
- The Board provides strategic guidance to the Company, ensures effective monitoring of the management and is accountable to the shareholders.
- Formulating strategic plans;
- The Board members act on a fully informed basis, in good faith, with due diligence and care, and in the best interests of the Company and the shareholders.
- The Board and senior management facilitates the Independent Directors to perform their role effectively as a Board member and also a member of a committee.
- Ensuring fair and transparent conduct of business.
- Reviewing and approving borrowing/lending, investment limits and exposure limits, etc.;
- Reviewing statutory matters;
- Strategic acquisition of companies and critical assets;
- Review and adoption of Financial Statements, quarterly and annual financial results;
- Keeping shareholders informed about the plans, strategies and performance; and
- Ensuring 100% investor satisfaction.

None of the Directors on the Board is a member of more than ten Committees or holds office as a Chairman of more than five Committees across all the public companies in which he is a Director. Further necessary disclosures regarding Committee positions in other public companies as on March 31, 2015, have been made by the Directors.

The detailed composition and category of the Directors as on 31.03.2015 is as follows:

Name & DIN of the Director	Designation	Category
Sh. Ashok Sarin (DIN: 00016199)	Chairman	Non-Executive
Sh. Anil Sarin (DIN: 00016152)	Managing Director	Executive
Sh. Amit Sarin (DIN: 00015837)	Director & CEO	Executive
Mrs. Priya Singh Aggarwal* (DIN: 00535042)	Director	Independent, Non-Executive
Sh. Brajindar Mohan Singh (DIN: 02143830)	Director	Independent, Non-Executive
Sh. Ambarish Chatterjee (DIN: 00653680)	Director	Independent, Non-Executive
Sh. Maneesh Gupta (DIN: 00129254)	Director	Independent, Non-Executive

\* During the year under review, Mrs. Priya Singh Aggarwal was appointed as additional Director of the Company w.e.f March 30, 2015.

None of the Directors of the Company except the Chairman, Managing Director and CEO of the Company has any pecuniary relationship with the Company except to the extent of receipt of sitting fees for meetings of the Board of Directors attended by them.

All the Independent Directors on the Company's Board are Non-Executive and:

- The Independence of the Directors is determined by the criteria stipulated under Section 149 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement.
- Apart from receiving sitting fee, they do not have any material pecuniary relationship or transactions with the Company, its promoters, its Directors, its Senior Management, its Subsidiaries and Associates, which may affect independence of the Directors.
- Are not related to promoters or persons occupying management positions at the Board level or at one level below the Board.
- Have not been an Executive of the Company in the immediately preceding three financial years of the Company.
- Are not partners or executives or were not partners or executives of the Statutory Audit Firms or the Internal Audit Firms and Legal Firms, Consulting Firms, which have association with the Company.
- Are not material suppliers, service providers or customers or lessors or lessees of the Company, which may affect independence of the Directors.
- Are not substantial shareholders of the Company, i.e. do not own two percent or more of the block of voting

shares.

- Have furnished a declaration before the Board of Directors that they satisfy the conditions of their being independent as laid down under Clause 49 of the Listing Agreement and under Section 149(6) of the Companies Act, 2013. All such declarations are placed before the Board.

#### Familiarization programmes for the Board Members

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the roles, functions, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the compliances required from him/her under the Companies Act, Clause 49 of the Listing Agreement and other relevant regulations.

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

#### Information supplied to the Board

The Board has complete access to all information with the Company; inter alia, the information as required under the Clause 49 of the Listing Agreement is regularly provided to the Board as a part of the Board Meeting agenda. During the meeting, the senior management is invited to present the plans and achievements relating to their respective areas of responsibility.

#### Compliance reports of all applicable laws to the Company

The periodical reports submitted by the Internal Auditors and by the concerned executives of the Company with regard to compliance of all laws applicable to the Company including steps taken by the Company to rectify instances of non-compliances, if any, are reviewed by the Board at regular intervals.

#### Other Directorships, Chairmanships/ Memberships of Committees of each Director in various Public Companies and number of shares of the Company held as at March 31, 2015

Name of the Director	Number of other Directorships in Indian Public Companies	Committee* Membership in other companies	Committee* Chairmanship in other companies	No. of shares held as at march 31, 2015
Sh. Ashok Sarin #	07	Nil	Nil	31477710
Sh. Anil Sarin #	06	Nil	Nil	30952751
Sh. Brajindar Mohan Singh	05	Nil	Nil	Nil
Sh. Ambarish Chatterjee**	02	02	Nil	Nil
Sh. Amit Sarin #	08	Nil	Nil	4324430
Mrs. Priya Singh Aggarwal	0	Nil	Nil	Nil
Sh. Maneesh Gupta	02	Nil	Nil	Nil

- \* (Membership and Chairmanship of Audit Committee and Stakeholders' Relationship Committee has been considered)
- # Sh. Ashok Sarin, Sh. Anil Sarin are related to each other as brothers and Sh. Amit Sarin is son of Sh. Ashok Sarin.
- \*\* Shri Ambarish Chatterjee is a member of 2 committees of other public companies. He is not Chairman of any committee in any other public company. No other Director of the Company is member of any committee in other Public Limited Companies.

#### B. (i) (a) Information of the Board Meetings held during the year

The Board meets atleast once in a quarter to review the quarterly financial results and operations of the Company. It also meets as and when necessary to address specific issues relating to the business of the Company.

During the financial year 2014-2015, the members of the Board met 11 (Eleven) times to review, discuss and decide about the business of the Company.

The dates on which the said meetings were held are as follows:

Quarter	Date of Board Meeting
April 2014- June 2014	May 13, 2014
	May 29, 2014
	June 27, 2014
July 2014 - September 2014	July 09, 2014
	August 11, 2014
	September 26, 2014
October 2014- December 2014	November 14, 2014
	January 22, 2015
	February 13, 2015
January 2015- March 2015	March 05, 2015
	March 30, 2015

The necessary quorum was present at all the meetings. The maximum gap between any two Board meetings held during the year was not more than one hundred and twenty days. During the year under review, no meeting was held via video conferencing.

#### B. (i) (b) Attendance of Directors at the Board Meeting & Last AGM

Name of the Director	Category of Directorship	No. of Board Meetings Attended	No. of Committee Meetings*	Attendance at last AGM
Sh. Ashok Sarin	Chairman - Non-Executive Director	11	05	Yes
Sh. Anil Sarin	Managing Director- Executive Director	11	03	Yes
Sh. Brajindar Mohan Singh	Non-Executive & Independent Director	10	09	No
Sh. Ambarish Chatterjee	Non-Executive & Independent Director	10	11	No
Sh. Amit Sarin	Director & CEO	11	Nil	Yes
Sh. Maneesh Gupta	Non-Executive & Independent Director	11	12	Yes
Mrs. Priya Singh Aggarwal#	Non-Executive & Independent Director	Nil	Nil	N.A

Particulars and brief profile of Directors retiring by rotation and also seeking re-appointment have been given in the notice for convening the Annual General Meeting.

\* (Membership and Chairmanship of Nomination & Remuneration Committee, Audit Committee and Stakeholders' Relationship Committee has been considered)

# Mrs. Priya Singh Aggarwal was appointed as Director of the Company on March 30, 2015. She has not attended any meeting of the Board or committee thereof during the year ended on March 31, 2015.

### Committees of the Board

#### 3. Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements entered into with the Stock Exchanges read with Section 177 of the Companies Act, 2013 ("Act").

##### A. Brief description of terms of reference of Audit Committee

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling their responsibilities, the Audit Committee was constituted. Majority of the members of the Audit Committee are Independent Directors and have rich experience in the financial/legal sector.

The terms of reference of Audit Committee are as per Clause 49 of the Listing Agreement executed with the Stock Exchanges, read with Section 177 of the Companies Act, 2013 and includes such other functions as may be assigned to it by the Board from time to time. The composition of the Audit Committee also adheres to the provisions of Section 177 of the Companies Act, 2013.

The main functions of the Audit Committee, inter-alia, include:

##### Role(s)/Terms of reference of Audit Committee are:

- Overseeing the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.

- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Statutory Auditor and Internal Auditors and fixation of audit fees and approval of payment for any other services.
- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Cost Auditor.
- Reviewing, with the Management, the Annual Financial Statements before submission to the Board for approval, with particular reference to:
  - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(5) of the Companies Act, 2013.
  - (b) Changes, if any, in accounting policies and practices and reasons for the same.
  - (c) Disclosure of any related party transactions.
  - (d) Compliance with listing agreement and other legal requirements relating to financial statements.
- Reviewing, with the Management, the quarterly and annual Financial Statements before submission to the Board for approval.
- Reviewing, with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this matter.
- Review the appointment, removal and terms of remuneration of Internal Auditors.
- Reviewing, with the Management, performance of the Statutory and Internal auditors, adequacy of the Internal Control Systems.
- Reviewing the adequacy of Internal Audit Functions, if any, including the structure of the Internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit.
- Discussion with the Internal Auditors any significant findings and follow up thereon.
- Review the Management Discussion and Analysis of Financial condition and results of operations.
- Discussion with the Statutory Auditors, before the Audit commences, about the nature and scope of Audit as well as post audit discussions to ascertain any area(s) of concern.
- Reviewing the Internal Audit Reports relating to internal control weaknesses.
- Carrying out any other function as mentioned in terms of reference of the Audit Committee.
- Reviewing the compliances regarding the Company's Whistle Blower policy.
- Approval of appointment of Chief Financial Officer (CFO) after assessing the qualifications, experience and background of the candidate.
- To investigate any activity within terms of reference and seek information from any employee.
- To obtain outside legal professional advice and
- Reviewing compliance of legal and regulatory requirements.

## B. Composition & Qualification of Audit Committee

Name	Category of Directorship	Designation in Audit Committee	Qualification & Experience	No. of Meetings Attended
Sh. Ambarish Chatterjee	Non-Executive & Independent Director	Chairman	Fellow Member of the Institute of Company Secretaries of India having over 22 years post qualification experience in areas of economic and corporate legislations.	4
Sh. Ashok Sarin	Non-Executive Director	Member	He is having more than 46 years of experience in real estate and construction industry.	5
Sh. Brajindar Mohan Singh	Non-Executive & Independent Director	Member	Retired IRS & Ex. Chairman of CBDT having 43 years of experience in fields of Tax & Finance	5
Sh. Maneesh Gupta	Non-Executive & Independent Director	Member	Fellow Member of the Institute of Company Secretaries of India having more than 17 years experience in fields of corporate laws and legal matters connected with civil issues	5

**C. Meetings of Audit Committee**

During the financial year 2014-15, five (5) meetings of Audit Committee were held:

Quarter	Date of Meeting	Number of Members Present	Number of Independent Directors Present
April 2014 - June 2014	May 01, 2014	04	03
	May 29, 2014	04	03
July 2014 - September 2014	August 11, 2014	04	03
October 2014 - December 2014	November 14, 2014	03	02
January 2015 - March 2015	February 13, 2015	04	03

The Head of Finance, Internal Auditors and Statutory Auditors are invitees to the Audit Committee Meetings. Mr. Manoj Pahwa, Company Secretary, acts as the Secretary to the Audit Committee.

The previous Annual General Meeting (AGM) of the Company was held on September 30, 2014 and Sh. Ambarish Chatterjee, Chairman of the Audit Committee was unable to attend to the said meeting.

**4. Stakeholders' Relationship Committee**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, your Company has constituted the Stakeholders' Relationship Committee.

The Committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in quality of investor service. The Committee also looks into redressal of shareholders'/investors complaints.

**A. Composition of Stakeholders' Relationship Committee:**

Name	Category of Directorship	Designation
Sh. Ambarish Chatterjee	Non-Executive & Independent Director	Chairman
Sh. Anil Sarin	Executive Director	Member
Sh. Maneesh Gupta	Non-Executive & Independent Director	Member

**B. Name, Designation and Address of Compliance Officer**

Mr. Manoj Pahwa  
Company Secretary & Compliance Officer,  
Anant Raj Limited  
E-2, A.R.A. Centre, Jhandewalan Extn,  
New Delhi - 110055

**C. Dates & no. of meetings of the Stakeholders' Relationship Committee held during the year under report & members attendance thereat**

Quarter	Date of Meeting	Number of Members Present	Number of Independent Directors Present
April 2014 - June 2014	Nil	Nil	Nil
July 2014 - September 2014	July 07, 2014	03	02
October 2014 - December 2014	October 04, 2014	03	02
January 2015 - March 2015	January 06, 2015	03	02

**D. Complaint Status**

During the year, the Company received 10 investor complaints, all of which have been completely resolved to the satisfaction of the investors. As on date, there is no pending complaint of any shareholder.

**Details of Investor Complaints received during the financial year 2014-15**

Nature of Complaint	Received during the year	Resolved	Pending Complaint
Non - receipt of Dividend	04	04	NIL
Non - receipt of Annual Report	06	06	NIL

**5. Share Transfer Committee:**

Your Company has a constituted Share Transfer Committee to approve the transfer and transmission of shares in physical as well as Demat form and to approve the issuance of Duplicate Share Certificates.

**A. Composition of Share Transfer Committee:**

Name	Category	Designation
Sh. Ashok Sarin	Non-Executive Director	Chairman
Sh. Anil Sarin	Executive Director	Member
Sh. Brajindar Mohan Singh	Non-Executive & Independent Director	Member

**B. Dates & no. of meetings held during the year under report & members attendance thereat**

Quarter	Date of Meeting	Number of Members Present	Number of Independent Directors Present
April 2014 - June 2014	April 19, 2014	03	01
	May 30, 2014	03	01
July 2014 - September 2014	September 16, 2014	03	01
October 2014 - December 2014	NIL	NIL	NIL
January 2015 - March 2015	January 24, 2015	03	01
	February 20, 2015	03	01
	March 18, 2015	03	01

**6. Nomination & Remuneration Committee**

In compliance with the provisions of Section 178 of the Companies Act, 2013, read with rules framed thereunder and Clause 49 of the Listing Agreement, your Company has constituted the Nomination & Remuneration Committee.

The Nomination & Remuneration Committee comprises of three (3) Directors (all Independent Directors).

Mr. Manoj Pahwa, Company Secretary, acts as the Secretary to the Committee.

**The broad terms of reference of the Committee includes:**

Identifying candidates for Directorships, evaluation of the performance of the Directors, determination of remuneration to be paid to the Directors, Key Managerial Personnel and other employees of the Company. The Committee also oversees the Company's nomination process for key leadership positions, specifically at the Board level.

The committee shall approve the remuneration and annual performance bonus, if any, payable to the executives of the Company for each financial year. The Committee shall also review, appraise and approve such other matter(s) as the board may recommend to it.

**A. Composition of Nomination & Remuneration Committee:**

Name of Director	Category of Directorship	Designation in Committee
Sh. Maneesh Gupta	Non-Executive & Independent Director	Chairman
Sh. Ambarish Chatterjee	Non-Executive & Independent Director	Member
Sh. Brajindar Mohan Singh	Non-Executive & Independent Director	Member

Four (4) meetings of the Committee were held during the year under review and the same were attended by all the members of Committee.

**B. Policy on Board Diversity**

Pursuant to the provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Policy on Board Diversity is framed and adopted.

The Broad objectives of the Policy are:

The Policy shall confirm with the following two principles for achieving diversity on its Board:

- a) Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and
- b) For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds

**C. Remuneration Policy:**

Pursuant to the provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement, the remuneration policy is framed and adopted.

The Broad objectives of the Policy are:

- (i) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine remuneration of Directors, Key Managerial personnel and Other employees.
- (ii) To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in market.
- (iii) To provide them reward linked directly to their efforts, performance, dedication and achievement relating to the Company's operations.



(iv) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

#### D. Particulars of Directors' Remuneration during the financial year 2014-2015:

The details of remuneration paid to the Directors (including sitting fees paid for attending the Board Meetings) during the year ended March 31, 2015, are given below:

Directors	Salary (₹)	Perquisites #(₹)	Sitting Fee (₹)	Total (₹)
Sh. Ashok Sarin	---	---	---	
Sh. Anil Sarin	1,44,00,000	1,07,28,000		2,51,28,000
Sh. Amit Sarin	48,00,000	24,00,000		72,00,000
Sh. Brajindar Mohan Singh	---		25,000	25,000
Sh. Ambarish Chatterjee	---		25,000	25,000
Sh. Maneesh Gupta	---		27,500	27,500
<b>Total</b>	<b>1,92,00,000</b>	<b>1,31,28,000</b>	<b>77,500</b>	<b>3,24,05,500</b>

# Perquisites includes House Rent Allowance, Special Allowances Company's contribution to Provident and Superannuation Funds and other allowances.

#### 7. Corporate Social Responsibility Committee

In compliance with the provisions of Section 135 of the Companies Act, 2013, your Company has constituted the Corporate Social Responsibility Committee.

##### Broad terms of reference of the Committee

The said committee has been entrusted with the responsibility of formulating and monitoring the Corporate Social Responsibility Policy of the Company, which will include inter-alia activities to be undertaken by the Company, monitoring the implementation of the frame work of the policy and recommending the amount to be spent on CSR activities.

During the financial year ended March 31, 2015, three (3) meetings of the Committee were held. The same were duly attended by the all the members of the Committee.

##### Composition of Corporate Social Responsibility Committee:

Name	Category	Designation
Sh. Brajindar Mohan Singh	Non-Executive Director	Chairman
Sh. Anil Sarin	Executive Director	Member
Sh. Amit Sarin	Executive Director	Member

#### 8. Evaluation of performance of the Board, its committees and Individual Directors

Pursuant to the provision of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors has carried out an annual evaluation of its own performance and that of its Committees and individual Directors.

The performance of the Board and individual Directors was evaluated by the Board after seeking inputs from all Directors. The performance of the committees was evaluated by the Board after seeking inputs from the committee members. The Nomination and Remuneration Committee reviewed the performance of the Individual Directors.

#### 9. Meeting of Independent Directors

The Independent Directors of the Company had met once during the year on March 24, 2015 to review the performance of Non-Independent Directors, the Board as a whole, review the performance of the Chairman of the Company and assessed the quality, quantity and timelines of flow of information between the Company Management and the Board.

The Board of Directors had during their meeting held on March 30, 2015 reviewed the individual performance of all the Independent Directors as per the standard criteria laid down. The Independent Directors whose performance was reviewed by the Board were not present in that part of the meeting in which their performance was reviewed as required under the statute.

#### 10. Subsidiary Companies

The Company has 68 wholly owned subsidiaries, 20 step down subsidiaries and 7 companies in which the Company holds more than 50% of the total equity shareholding. During the year under review, 2 companies became wholly owned subsidiaries and 2 Companies ceased to be subsidiaries of the Company.

None of the subsidiaries is listed on any Stock Exchange. None of the subsidiaries falls within the meaning of "Material Non-listed Indian Subsidiary" as defined in Explanation I of Clause 49(III) of the Listing Agreement.

The Company has laid down policy on material subsidiary and the same is placed on the website of the Company. The said policy may be accessed at the web-link [http://www.nesprimeir.com/z\\_ANANTRAJ/files/POLICY%20FOR%20DETERMINING%20MATERIAL%20SUBSIDIARIES.pdf](http://www.nesprimeir.com/z_ANANTRAJ/files/POLICY%20FOR%20DETERMINING%20MATERIAL%20SUBSIDIARIES.pdf)

However, the following compliances are duly made by the Company:

- The Audit Committee reviews the financial statements made by the Subsidiary Companies.
- The minutes of the Board Meetings of the Subsidiary Companies are placed at the Board Meetings of the Company.
- A statement of all significant transactions and arrangements made by the Subsidiary Companies are informed to the Board at periodical intervals.

### 11. General Body Meetings:

The concise details of Annual General Meetings held during the previous three years are as under:

#### A. Annual General Meetings:

Financial Year	Location and Time	Special Resolutions passed
2013-2014	September 30, 2014 at 10.00 A.M. at Plot no. CP-1, Sector-8, IMT Manesar, Haryana- 122051	4 (Four) Special Resolutions were passed:-
		<ul style="list-style-type: none"> <li>• To create charge(s)/mortgage(s)/hypothecation(s) on the Company's properties to secure the financial assistance availed/ to be availed by the Company</li> </ul>
		<ul style="list-style-type: none"> <li>• To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013</li> </ul>
		<ul style="list-style-type: none"> <li>• To approve the related party transactions with Anant Raj Cons. &amp; Development Pvt. Ltd. company's wholly owned subsidiary.</li> </ul>
		<ul style="list-style-type: none"> <li>• To provide loan/financial assistance to the wholly owned subsidiary Companies.</li> </ul>
2012-2013	28th September, 2013 at 10.00 A.M. at Plot no. CP-1, Sector-8, IMT Manesar, Haryana- 122051	3 (Three) Special Resolutions were passed:-
		<ul style="list-style-type: none"> <li>• Increase in remuneration of Sh. Aman Sarin, Executive Director, from ₹ 2,00,000/- p.m. to ₹ 4,00,000/- p.m.</li> </ul>
		<ul style="list-style-type: none"> <li>• Increase in remuneration of Sh. Ashim Sarin, Executive Director, from ₹ 2,00,000/- p.m. to ₹ 4,00,000/- p.m.</li> </ul>
		<ul style="list-style-type: none"> <li>• Increase in remuneration of Sh. Amar Sarin, Executive Director, from ₹ 1,50,000/- p.m. to ₹ 3,00,000/- p.m.</li> </ul>
2011 – 2012	27th September, 2012 at 10.00 A.M. at Plot no. CP-1, Sector-8, IMT Manesar, Haryana- 122051	2 (Two) Special Resolutions were passed:-
		<ul style="list-style-type: none"> <li>• Change of name of the Company from Anant Raj Industries Limited to Anant Raj Limited</li> </ul>
		<ul style="list-style-type: none"> <li>• Reappointment of Sh. Anil Sarin as Managing Director for a period of 5 years w.e.f. 31st December, 2012</li> </ul>

#### B. Postal Ballot:

During the preceding financial year, no resolution was passed through postal ballot and presently no resolution has been proposed through postal ballot.

#### C. Extra-ordinary General Meetings:

The concise details of last three Extra-ordinary General Meetings held are as under:

Day, Date & Time	Location	Purpose	Result
Thursday, the 25 <sup>th</sup> June, 2009 at 9.30 A.M.	85.2 Km Stone, Delhi-Jaipur Highway, Village Bhudla, P.O. Sangwari, Distt. Rewari- 123401 (Haryana)	1. To seek shareholders approval for issue of 2,00,00,000 Convertible Warrants to Promoters.	Unanimously Passed
		2. Raising of funds up to ₹ 2000 Crores by issue of securities by way of QIP.	Unanimously Passed
Tuesday, the 22nd May, 2007 at 9.30 A.M.	85.2 Km Stone, Delhi-Jaipur Highway, Village Bhudla, P.O. Sangwari, Distt. Rewari- 123401 (Haryana)	Issue of 55,60,222 equity shares of ₹ 10/- each on preferential basis to the FIIs.	Unanimously Passed
Monday, the 10th September, 2007 at 9.30 A.M.	85.2 Km Stone, Delhi-Jaipur Highway, Village Bhudla, P.O. Sangwari, Distt. Rewari- 123401 (Haryana)	To subdivide 1 equity share of ₹ 10/- each of the Company into 5 Equity Shares of ₹ 2/- each.	Unanimously Passed



## 12. Disclosures

### A. Disclosures of Related Party Transactions

The transactions with related parties have been discussed in detail in Note no. 55 to the Balance Sheet as at March 31, 2015, and the Profit and Loss Account for the year ended on that date which forms part of this Annual Report. The related party transactions are periodically placed before the Audit Committee/ Board of Directors for their consideration and approval. There are no materially significant related party transactions which a potential conflict with the interests of the Company at large. All related parties transactions have been transacted in the ordinary course of business and on arm's length basis.

The Board has formulated policy on Related Party Transactions and it may be accessed at the web-link [http://www.nseprimeir.com/z\\_ANANTRAJ/files/policy%20on%20related%20party%20transactions.pdf](http://www.nseprimeir.com/z_ANANTRAJ/files/policy%20on%20related%20party%20transactions.pdf)

### B. Disclosure regarding appointment/re-appointment of directors

Pursuant to the requirements of the Listing Agreement, the information required to be given in case of appointment/re-appointment of director(s) is given in the annexure to the Notice of the Annual General Meeting.

### C. Vigil Mechanism/whistle Blower policy

The model Vigil Mechanism policy as recommended by the Audit Committee has been adopted by the Board of Directors of the Company in terms of Section 177(9) of the Companies Act, 2013. The policy provides adequate safeguards against victimization of employees and also provides for access to the Audit Committee. It is affirmed that no personnel has been denied access to the Audit Committee. The Board has formulated policy on Whistle Blower and the same may be accessed at the web-link [http://www.nseprimeir.com/z\\_ANANTRAJ/files/Anantraj\\_Whistle\\_blower\\_policy.pdf](http://www.nseprimeir.com/z_ANANTRAJ/files/Anantraj_Whistle_blower_policy.pdf)

### D. Management & Discussion Analysis Report:

The comprehensive Management & Discussion Analysis Report has been enclosed with this report.

### E. Details of Compliances/ Non compliances by the Company with applicable Laws

The Board of Directors periodically reviews compliance reports of the laws applicable to the Company and the Company initiates requisite action for strengthening of its statutory compliance procedures, as may be suggested by the members of the Board from time to time.

The Company has complied with various rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India (SEBI) and other statutory authorities on all matters relating to capital markets, and no penalties or strictures have been imposed on the Company by any of the said authorities in this regard during the last three years.

### F. Code for Prevention of Insider Trading Practices

In compliance with SEBI's regulations on Prevention of Insider Trading, the Company has instituted a comprehensive Code of Conduct for its Directors and Designated Employees. The code lays down guidelines which advise them on procedure to be followed and disclosures to be made while dealing with shares of the Company and cautioning them of consequences of violations.

The Company has now adopted the new amended SEBI's (Prevention of Insider Trading) Regulations, 2015 duly approved by the Board of Directors by confirming the resolution passed by circulation on May 29, 2015, in term of which the Code of Practices Procedure for fair disclosure unpublished price sensitive information and the Code of Internal procedure and conduct for regulation, monitor and report of trading in the Securities for the designated employees and the connected persons have been adopted and have been posted on the Company's website viz [www.anantrajlimited.com](http://www.anantrajlimited.com).

### G. Risk Management

The Company has adopted a Risk Management Policy. It has laid down the procedures to inform the Board members about potential risks, their assessment and control. These procedures are periodically reviewed to ensure that the executive management controls risks by means of properly defined framework of policies and strategies.

The Company also has a system of Internal Audit and the Internal Auditors report directly to the Audit Committee of the Company.

The Board has formulated policy on Risk Management and the same may be accessed at the web-link [http://www.nseprimeir.com/z\\_ANANTRAJ/files/Risk%20management%20policy.pdf](http://www.nseprimeir.com/z_ANANTRAJ/files/Risk%20management%20policy.pdf)

### H. Compliance With Mandatory Requirements

The Company has complied with all the mandatory requirement of the Clause 49 of the Listing Agreement. The Non mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings heading detailed elsewhere in this report.

### I. Disclosure of Accounting Treatment

Your Company has followed the principles of accounting as prescribed in the Indian Accounting Standards and accordingly, there is no explanation required to be given by the management, as per Clause 49 (IV) (B) of the Listing Agreement.

**J. Proceeds from the public issue/rights issue/preferential issues etc.**

There was no public issue/ right issue/preferential issue etc. made by your Company during the financial year 2014-15.

**K. Code for Conduct**

The Company has a well defined policy framework which lays down procedures to be followed by the employees for ethical professional conduct. The code of conduct has been laid down for all the board members and senior management of the Company. The Board members and senior management personnel have affirmed compliance with the Company's Code of Conduct for the year 2014-15. The code has also been displayed on the Company's website.

**13. General Shareholder Information:**

<b>Annual General Meeting (Date, Time &amp; Venue)</b>	Wednesday, September 30, 2015 at 10.00 A.M at the Registered Office of the Company at Plot No. CP-I, Sector-8, IMT Manesar, Haryana – 122051				
<b>Financial Year</b>	1st April 2014 - 31st March 2015				
<b>Date of Book Closure</b>	September 24, 2015 to September 30, 2015 (Both days inclusive)				
<b>Dividend Record (Last three years)</b>	Financial Year 2011-12	20% (₹ 0.40 per share of the Face Value of ₹ 2/- each)			
	Financial Year 2012-13	NIL			
	Financial Year 2013-14	12% (₹ 0.24 per share of the Face Value of ₹ 2/- each)			
<b>Dividend for Financial Year 2014-2015</b>	The Company has recommended dividend ₹ 0.24 per share (12% on ₹ 2/- fully paid share) for the financial year 2014-2015. The dividend if declared at the Annual General Meeting shall be paid on or after October 06, 2015				
<b>Listing on Stock Exchanges</b>	Shares of the Company are listed on the Bombay Stock Exchange, Mumbai, National Stock Exchange and Luxembourg Stock Exchange. Annual Listing fees have been duly paid to the Stock Exchanges.				
<b>Stock Code</b>	ISIN No. of Equity Shares at NSDL/CDSL: INE242C01024				
	Trading Symbol at NSE: ANANTRAJ				
	Trading Symbol at BSE: 515055				
<b>Financial Calendar 2015-16 (Tentative &amp; Subject to Change)</b>	1. First Quarter results – 12th August, 2015				
	2. Second Quarter results – 2nd week of November, 2015				
	3. Third Quarter results – 2nd week of February 2015				
	4. Audited yearly results for the year ended March 31, 2016 - Last week of May, 2016				
<b>Registrar &amp; Transfer Agents (both for Electronic &amp; Physical Segment)</b>	Alankit Assignments Ltd., RTA Division,				
	1E/13, Alankit House				
	Jhandewalan Extn.,				
	New Delhi 110055. Contact Person: Mr. J.P. Rustagi				
<b>Unclaimed/Unpaid Dividend</b>	Pursuant to the provisions of Section 205A (5) and read with Section 205(c) of the Companies Act, 1956, the amount of dividend which remains unpaid / unclaimed for a period of 7 years is transferred to the "Investor Education and Protection Fund" (IEPF), constituted by the Central Government and members(s) would not be able to claim any amount of dividend so transferred to IEPF. As such, members(s) who have not yet encashed his/her dividend warrant(s) is/are requested in his/her own interest to write to the Company for claiming outstanding dividend declared by the Company. The amount of unpaid or unclaimed dividend relating to the financial year ended March 31, 2006 and 2007 has already been transferred to the Investor Education and Protection Fund (IEPF).				
	Due date of Transferring Unpaid / Unclaimed Dividend to IEPF (Amount in ₹)				
	Year	Rate of Dividend (%)	Date of declaration	Unpaid Amount as on 31/03/2015	Due date for transfer to IEPF
	2007-08	75	24/07/2008	1,541,092.75	24/08/2015
	2008-09	30	20/08/2009	653,633.25	20/09/2016
	2009-10	30	22/07/2010	749,919.11	22/08/2017
	2010-11	30	25/08/2011	728,103.00	25/09/2018
2011-12	20	27/09/2012	556,459.20	27/10/2019	
2013-14	20	30/09/2014	4,09,225.04	30/10/2021	
<b>Share Transfer Systems</b>	The share transfers that are received in physical form are processed and the share certificates are returned within 15 days of lodgment, subject to the documents being valid and complete in all respects.				



<b>Outstanding GDRs</b>	Outstanding GDRs as on March 31, 2015 represents 5,33,000 equity shares constituting 0.18 % of the paid up equity share capital of the Company. Each GDR represents one underlying equity share in the Company. GDR is not a specific time-bound instrument and can be surrendered any time and converted into underlying equity shares of the Company.
<b>Depository of GDRs</b>	Deutsche Bank Trust Company Americas 60 Wall Street, New York-10005
<b>Custodian of GDRs</b>	ICICI Bank Limited 1st Floor, Empire Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai.
<b>Regd. Office :</b>	Plot No. CP-I, Sector-8, IMT Manesar, Haryana- 122051
<b>Plant Location:</b>	85.2 Km Stone, Delhi-Jaipur Highway, P.O. Sangwari, Distt. Rewari, Haryana-123401
<b>Address for Correspondence</b>	E-2, ARA Centre, Jhandewalan Extn., New Delhi-110055 Or Alankit Assignments Ltd., RTA Division, 1E/13, Alankit House Jhandewalan Extn., New Delhi 110055
<b>Compliance Officer</b>	MANOJ PAHWA (Company Secretary) Tel : 41540070, Fax : 43559111 E Mail : manojpahwa@anantrajlimited.com The Company has designated an e-mail id viz. manojpahwa@anantrajlimited.com to enable the investors to register their complaints/ suggestions/queries, if any.

### Means of Communication

The financial results of the Company are published in widely circulated national dailies such as Financial Express and Jansatta. Information at the time of declaration of results is also sent to all stock exchanges where the shares of the Company are listed for trading. The Company's annual report containing, inter alia, audited annual accounts, consolidated financial statements, directors' report, auditors' report, management discussion analysis and other important information is circulated to all the members. All the above results and documents are also displayed on Company's official website [www.anantrajlimited.com](http://www.anantrajlimited.com).

### Green Initiative in the Corporate Governance by the Ministry of Corporate Affairs

The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and has issued circulars stating that the service of official documents by a company to its members can be made through electronic mode.

To support this green initiative of the Government in full measure, all the members are requested to register/update their email IDs with their depository participants, in case shares are held in electronic mode, to ensure that Annual Report and other documents reach them at their preferred email IDs and, where the shares are held in physical mode, members are requested to get their email IDs updated in the records of the company.

All the official documents including Annual Report of the Company, circulated to the Members of the Company through electronic mode, will be made available on the Company's website [www.anantrajlimited.com](http://www.anantrajlimited.com).

### Distribution of Shareholdings as on March 31, 2015:

No. of Shares	No. of Shareholders	% to Total	No. of Shares	% to Total
0 – 5000	42302	96.825	19616915	6.648
5001 – 10000	685	1.568	5148968	1.745
10001 – 20000	332	0.76	4878269	1.653
20001 – 30000	97	0.222	2413795	0.818
30001 – 40000	43	0.099	1525705	0.517
40001 – 50000	35	0.08	1601651	0.543
50001 – 100000	83	0.19	6109745	2.07
100001 and above	112	0.256	253801287	86.006
	<b>43689</b>	<b>100.00</b>	<b>295096335</b>	<b>100.00</b>

**Shareholding Pattern of the Company as on March 31, 2015:**

Category	No. of Shares	%
Promoters*	187214396	63.44
Banks, Financial Institutions & FIIs	38578486	13.07
Private Bodies Corporate	18620589	6.31
Non Resident Indians	5792275	1.97
GDR	533000	0.18
Public/ individuals	44357589	15.03
<b>Total</b>	<b>295096335</b>	<b>100.00</b>

\* No pledge has been created on the shares held by promoters or promoter group as on March 31, 2015.

**Share Price Performance:**

The monthly high and low quotation of equity shares of the Company traded on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) and comparison vis-à-vis the Sensex or Nifty Indices, as applicable, are tabled below:

(In ₹ per share)

Period	BSE			NSE		
	Sensex	High	Low	Nifty	High	Low
April 2014	22417.80	65.50	53.55	6696.40	65.20	53.20
May 2014	24217.34	75.95	52.30	7229.95	75.95	52.25
June 2014	25413.78	84.80	66.15	7611.35	84.90	66.00
July 2014	25894.94	79.85	59.10	7721.30	79.80	59.00
August 2014	26638.11	65.40	54.40	7954.35	65.45	54.10
September 2014	26630.51	62.20	52.20	7964.80	62.00	52.05
October 2014	27865.83	55.50	48.00	8322.20	55.65	41.70
November 2014	28693.99	60.00	49.50	8588.25	59.90	49.15
December 2014	27499.42	53.40	42.55	8282.70	53.50	42.50
January 2015	29182.95	51.90	41.50	8808.90	51.90	41.80
February 2015	29361.50	52.40	44.90	8901.85	52.25	44.90
March 2015	27957.49	47.90	36.40	8491.00	47.90	36.10

**List of Top 10 Shareholders (other than Promoters) as on March 31, 2015**

Sr. No.	Name of the Shareholder	Number of shares
1	Government of Singapore	12403490
2	Jhunjhunwala Rakesh Radheshyam	9500000
3	Merrill Lynch Capital Markets Espana S.A S.V	8214149
4	Reliance Capital Trustee Co. Ltd. A/c Reliance Tax Saver (ELSS Fund)	3386302
5	Horizon Realcon Private Limited	1773561
6	MV SCIF Mauritius	1489588
7	College Retirement Equities Fund- Stock Account	1469851
8	Citigroup Global Markets Mauritius Private Limited	1348595
9	Lata Bhanshali	1290000
10	Minix Holdings Private Limited	1285692
	<b>Total</b>	<b>42161228</b>

**14. Auditors' Certificate on Corporate Governance**

As required by Clause 49 of the Listing Agreement, the Auditors' Certificate is annexed and forms part of this Annual Report.

**15. CEO Certification**

As required by Clause 49 of the Listing Agreement, the CEO certification is annexed and forms part of this Annual Report.

**16. SEBI Complaints Redress System (SCORES)**

The Company processes the investors' complaints received by it through a computerized complaints redressal system. The salient features of this system are computerized database of all the inward receipts and action taken on them, online submission of Action Taken Reports (ATRs) along with supporting documents electronically in SCORES. The investors' can view online the current status of their complaints submitted through SEBI Complaints Redress System (SCORES).

The above report has been placed before the Board at its meeting held on August 12, 2015 and the same was approved.

By the order of the Board  
For Anant Raj Limited

Ashok Sarin  
Chairman

DIN: 00016199

Place: New Delhi  
Date: August 12, 2015

# AUDITOR'S CERTIFICATE

To,  
The Shareholders of  
Anant Raj Limited

We have examined the compliance of conditions of Corporate Governance by Anant Raj Limited, during the year ended March 31, 2015 in accordance with the provisions of clause 49 of the Listing Agreements executed by the Company with Stock Exchanges where equity shares of the Company are listed.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination has been limited to procedures adopted by the Company and implementation thereof for ensuring proper compliance of the conditions of Corporate Governance. Our examination may not be construed as an audit or an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state such compliance of conditions of Corporate Governance is not an assurance on the future viability of the Company or the efficiency or effectiveness with which the affairs of the Company have been conducted.

For B. Bhushan & Co.  
Chartered Accountants  
By the hand of

Kamal Ahluwalia  
Partner  
Membership No. 93812  
Firm Regn. No. 001596N

Place: New Delhi  
Date: August 12, 2015



# CERTIFICATION TO THE BOARD PURSUANT TO CLAUSE 49(IX) OF THE LISTING AGREEMENT

This is to Certify that:

- a) We have reviewed financial statements and the cash flow statement for the year March 31, 2015 and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading.
  - ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and Audit Committee:
  - i) Significant changes in internal control during the year over financial reporting during the year.
  - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to financial statement; and
  - iii) That no instances of significant fraud have come to our notice.

For Anant Raj Limited  
Omi Chand Rajput  
Vice.President (Finance)

For Anant Raj Limited  
Amit Sarin  
Director & CEO

Place: New Delhi  
Date: August 12, 2015

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## DECLARATION BY DIRECTOR AND CEO UNDER THE CLSUE 49(II)(E) OF THE LISTING AGREEMENT REGARDING THE COMPLIANCE WITH CODE OF CONDUCT

To  
The members of  
Anant Raj Limited

It is hereby certified that the members of the Board of Directors of the company and the Management Personnel have affirmed the compliance with the code of conduct adopted by the Company for the financial year ended March 31, 2015 in terms of clause 49(II) (E) of the Listing Agreement.

August 12, 2015  
New Delhi

For Anant Raj Limited  
Amit Sarin  
Director & CEO