

Anant Raj Industries Limited

Head Off : H-65, Connaught Circus, New Delhi-110001
Tel : 011-43034400, 23324127, 23318594 Fax : 011-43582879
Corp. Off : A.R.A. Centre, E-2, Jhandewalan Extension, New Delhi-110055
Ph : 011-43559100, 23541940, 41540070 Fax : 011-43559111, 43692305
E-mail : info@anantraj.com Website : www.anantraj.com



ARIL/CS/12368

July 7, 2012

The Secretary,
National Stock Exchange,
"Exchange Plaza", 5th Floor,
Plot No. C/1, G-Block, Bandra -Kurla Complex,
Bandra (E), Mumbai-400051

Sub: Notice of Postal Ballot

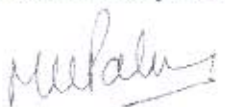
Dear Sir,

Please find enclosed 6 (six) copies of 'Postal Ballot Notice' alongwith Postal Ballot Form as sent to members of the Company for seeking their approval in respect of following matters :

1. Alteration in main Objects Clause of Memorandum of Association of the Company.
2. Alteration in objects incidental or ancillary to the attainment of main objects clause of the Memorandum of Association of the Company.
3. Shifting of Registered Office of the Company.

Thanking You,

Yours truly,
For Anant Raj Industries Limited


Manoj Pahwa
Company Secretary



ANANT RAJ INDUSTRIES LIMITED

Regd. Office: 85.2 Km Stone, Delhi - Jaipur Highway, Village Bhudla,
P.O. Sangwari, District Rewari, (Haryana)

Web Site : www.anantraj.com E-mail : manojpahwa@anantraj.com

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POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 192A (2) OF THE COMPANIES ACT, 1956

To

The Members of
ANANTRAJ INDUSTRIES LIMITED



Notice is hereby given pursuant to Section 192A (2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the resolutions appended below are proposed to be passed as Special Resolutions by Postal Ballot. The Proposed Resolutions and Explanatory Statement, setting out the material facts and the reasons for the proposal are appended and a Postal Ballot Form alongwith self-addressed business reply envelope is enclosed.

You are requested to carefully read the instructions printed on the accompanying Postal Ballot form before casting your vote and return the same duly completed in the enclosed, self addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours on Monday, August 06, 2012.

The Board of Directors of the Company has appointed Mr. Rajesh Lakhanpal, Practising Company Secretary, to act as Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

The Scrutinizer shall submit his report to the Managing Director of the Company and the results of the Postal Ballot will be declared by the Managing Director, or any other person authorised by him in this regard on Thursday, August 09, 2012 at 04.00 P.M. at the Registered Office of the Company. The members who wish to be present at the venue at the time of declaration of the result may do so.

The results will be communicated to the National Stock Exchange of India Limited (NSE), Bombay Stock Exchange (BSE) and Luxembourg Stock Exchange (LSE). The results shall also be put up on the Company's website at www.anantraj.com. The results of the Postal Ballot shall also be announced through newspaper advertisement.

ITEM NO. 01: ALTERATION IN MAIN OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution through Postal Ballot:

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956, the consent of the members be and is hereby accorded to the Board of Directors or any committee thereof for the alteration in the "Main Objects" of the Memorandum of Association by adopting the following new set of clauses as Clause 1, 2, 3, 4 and 5 and renumbering the existing clauses as clause nos. 6, 7, 8 and 9 of the Main Objects of the Memorandum of Association of the Company:

1. To purchase, acquire, deal, take on lease or in exchange or in any other lawful manner in any area, land, buildings, structures and to turn the same into account, develop the same and dispose off the same or maintain the same and to build townships, colonies, commercial complexes and markets, industrial undertakings, housing, apartments and residential complexes and buildings, under group housing schemes or otherwise, equip the same with all or any amenities or conveniences, carry on business as furnishers, interior decorating planners and contractors, home planners, and to do and to carry on business as builders, developers, town planners, colonizers, civil contractors and to undertake any residential, commercial or industrial construction, construction of special economic zones, construction of information technology Parks, township construction, either independently or jointly in partnership, joint venture or agency or on sub contract basis. Further to carry on the business of developing infrastructure facilities which would include but not be limited to commercial premises, hotels, resorts, hospitals, educational institutions, highways, roads, toll roads, bridges, recreational facilities, city and regional level infrastructure, subject to the restrictions or limitations mentioned in any law for the time being in force.
2. To sell, lease, rent, grant licences, easements and other rights over and in any other manner deal with or dispose off the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration the Company may think fit.
3. To purchase, take on lease or tenancy or in exchange, hire, take options, takeover or otherwise acquire for any estate of interest whatsoever and to hold, develop, work, cultivate, deal with and to account for concessions, grants, decrees, licences, privileges, claims, options, leases, property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for any business of the Company.
4. To establish, build, own, operate, undertake and carry on the business of Hoteliers, Moteliers, Holiday campuses, Hotels

Resorts for Tourism, Restaurants, Refreshment Room, Contractors, Amusement/ entertainment parks, Rest Houses, and to appropriate in part or parts of the property of the company for the purpose of Inns, Hotels, Service Apartments, Taverns, Caravansary Apartments, Bungalows, Flats, Lodges, Heritages, Villas, Cottages, Huts, Cabins, Castles, Kiosks, Suits, Chalets, Cafeterias, Saloons, Clubs, Club Houses, Griss Rooms, Coffee Houses, Canteens, Café Bars, Ale Houses, Discotheques and other like places for the accommodation of customers, tourists, pilgrims, visitors and guests.

5. To establish, own, build, alter, adapt, construct, repair, uphold, maintain, fit-up and furnish any property for the purpose of managing and operating Holiday Homes, Guest Houses, Resorts, Clubhouses, Halls, Pavilions, Assembly Halls, Auditoriums, Concert Halls, Meeting Houses, Shopping Arcades, Health Resorts, Gymnasiums, Billiard Card Rooms, Sanitoriums, Gardens, Swimming Pools, Reading Rooms, Card Rooms, Theaters, Cinemas, Ball Rooms, Song and Music Halls for the entertainment, amusement and recreation for inmates and others and to afford accommodation for Public, Social, Commercial and Cultural Meetings, gatherings of all descriptions and to let out on lease or otherwise the whole or any part of the property of the Company for any of the above mentioned purposes or otherwise.
6. To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell and generally deal in all kinds of tiles, ceramic ware, glass and glassware, insulators, asbestos and asbestos products, cement and cement products, gypsum, fire bricks, fire clay, fire cement, terra cotta, blocks, lime, limestone including in particular but not limiting generality of the foregoing, wall tiles, floor tiles, roofing tiles, porcelain tiles, earthenware, porcelain ware and to provide, equip and maintain plants, laboratories, test houses, factories and all other appliances, and conveniences, required for manufacture, examination, storage, sale and purchase of above products and to manufacture, refine, treat, cure or subject to any process, prepare, import, export, purchase, sell treat and deal in any other products which may come out as by which may be essential for fitting or fixing the above products.
7. To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell, prospect for taking on lease, examine, explore, get, win, work, quarry, smelt, calcine, raise, manufacture, fabricate, design, assemble, refine, treat crush, grind, dress, amalgamate and prepare for market and deal in all kinds of clay, mineral, ores, sands, coals, metals, stones, artificial, stones, colors, ceramic colors, frits, glazes, pigments, opacifiers, oxides, kieselguhr, and polishing and all products, by-products and compounds thereof and to provide, equip and maintain plants, laboratories, test houses, factories and all other appliances and conveniences, required for the manufacture, examination, storage, sale and purchase of the above products.
8. To produce, manufacture, design, fabricate, assemble, prepare, import, export, purchase, sell and generally to deal in all kinds of kilns and components, ancillaries, auxiliaries, accessories part thereof for the manufacturing, processing of the aforesaid objects.
9. To acquire from all, sell to any person, firm or body corporate or unincorporated whether in India or elsewhere technical and managerial information, know how, processes, engineering, manufacturing, operating and commercial data, plants, layouts and blue prints useful for the design, creation and operation of any plant or process of manufacture and to acquire and grant or license other rights and benefits in the foregoing matters and things and to act as consultants in all its branches either in India or abroad and in particular to act as consultants in all its branches either in India or abroad and in particular to undertake, aid, promote and co-ordinate projects, studies, arrange collaborations, extend technical assistance and service, prepare industrial and non-industrial schemes, arrange management agreements, provide management service.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee thereof be and is hereby authorized to file necessary documents with the requisite authorities and to do all acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper and desirable.

ITEM NO. 02: ALTERATION IN OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution through Postal Ballot:

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956, consent of the members be and is hereby accorded to the alteration in the "Objects Incidental or Ancillary to the Attainment of the Main Objects" of the Memorandum of Association by inclusion of the following incidental objects as Clauses 28, 29, 30, 31, 32, 33 after the existing Clause 27.

28. To enter into any partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture, reciprocal concessions, agencies and other arrangements with other companies, corporate bodies or persons as may appear expedient in furtherance of its main object.
29. To take or otherwise acquire and hold shares in any other Company and particularly in a Company having objects, altogether or in part similar to those of the objects of this Company.
30. To amalgamate with any other Company having objects altogether or in part similar to those of this Company.
31. To sub-contract all or any contracts from time to time and upon such terms and conditions as may be thought expedient.



32. To mortgage, let out on hire, or otherwise deal with lands, buildings, machinery, engines, plants and machinery, other movable and immovable properties, rights, benefits, licences and easements connected therewith as may be required for the main objects.
33. To undertake and execute trusts of all kinds, which may be conveniently undertaken or executed in bearing on the main objects of the Company and to do all such things which are incidental or ancillary to the attainment of main business of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee thereof be and is hereby authorized to file necessary documents with the requisite authorities and to do all acts, deeds, matters and things, as it may at its absolute discretion deem necessary, proper and desirable.

ITEM NO. 03: SHIFTING OF REGISTERED OFFICE OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution through Postal Ballot:

"RESOLVED THAT pursuant to Section 146 of the Companies Act, 1956, and other applicable provisions, if any, of the Companies Act, 1956, the Registered Office of the Company be and is hereby shifted

From: 85.2 Km Stone, Delhi-Jaipur Highway, Village Bhudla, P.O. Sangwari, Distt. Rewari, Haryana- 123401

To: Plot No. CP-I, Sector-8, IMT Manesar, Haryana- 122051

RESOLVED FURTHER THAT Sh. Anil Sarin, Managing Director and Sh. Manoj Pahwa, Company Secretary, be and hereby severally authorised to do all such acts, deeds and things as may be necessary in connection therewith or incidental or ancillary thereto."

By Order of the Board of Directors
For Anant Raj Industries Limited

Head Office:

H-65, Connaught Circus,
New Delhi - 110001

Ashok Sarin
Chairman

Date: June 21, 2012



NOTES:

1. Explanatory Statement for the proposed special resolutions pursuant to Section 173(2) and Section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 setting out material facts forms part of this notice and is attached hereto.
2. The Company has appointed Mr. Rajesh Lakhanpal, Practicing Company Secretary, as Scrutinizer for the purpose of Postal Ballot.
3. All documents in the accompanying Notice & Explanatory statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M. and 1.00 P.M. up to the date of declaration of the result of Postal Ballot.
4. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising the vote.

Explanatory Statement for the proposed resolutions accompanying the Notice pursuant to Section 173(2) read with Section 192A (2) of the Companies Act, 1956:

ITEM NO. 01: ALTERATION IN MAIN OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company was incorporated with the main business of manufacturing ceramic wall and floor tiles. Over the years, your Company has also ventured into the business of construction and infrastructure development, including business of construction and development of Commercial spaces, Residential properties, IT Parks, SEZs and Hospitality Projects.

In order to now appropriately reflect the business of the Company, the Board of Directors, in accordance with the applicable provisions of the Companies Act, 1956, recommend the alteration of main Objects Clause of the Memorandum of Association of the Company so as to include the said objects therein.

As per the provisions of Section 17 and other applicable provisions of the Companies Act, 1956, any amendment in the Memorandum of Association requires approval of the Members by way of a special resolution.

The Board of Directors, accordingly, recommends the resolution set out at Item no. 1 of the accompanying Notice for the approval of the Members by voting by Postal Ballot in terms of the provisions of the Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of the Postal Ballot) Rules, 2011.

Except to the extent of the shares, if any, held by the directors, none of the Directors of the Company is, in any way, concerned or interested in the resolution as set out at item no. 01.

ITEM NO. 02: ALTERATION IN OBJECTS INCIDENTAL & ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

In the event the resolution proposed at Item No. 1 is passed with requisite majority, the Board of Directors deem it appropriate to alter the incidental objects of your Company to facilitate the attainment of the enhanced objectives of your Company. Hence, it is proposed to include the said objects in the Objects Incidental or Ancillary to the attainment of main objects of the Memorandum of Association.

As per the provisions of Section 17 and other applicable provisions of the Companies Act, 1956, any amendment in the object clause of the Memorandum of Association requires approval of the Members by way of a special resolution.

The Board of Directors, accordingly, recommends the resolution set out at Item no. 2 of the accompanying Notice for the approval of the Members by voting by Postal Ballot in terms of the provisions of the Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of the Postal Ballot) Rules, 2011.

Except to the extent of the shares, if any, held by the directors, none of the Directors of the Company is, in any way, concerned or interested in the resolution as set out at item no. 02.

ITEM NO. 03: SHIFTING OF REGISTERED OFFICE OF THE COMPANY

Your Company's tile manufacturing plant was set up in Rewari, Haryana, where your Company also set up its registered office. With the diversification of commercial operations owing to varied business interests of your Company, Manesar, Haryana, being closer to the capital city of Delhi and the fast developing area of Gurgaon, is considered a better option to locate the registered office of your Company. Thus, the Board of Directors recommend the shifting of the registered office of your Company to Manesar, Haryana to facilitate administrative convenience for your Company.

In terms of the Section 146(2) of the Companies Act, 1956, in case of shift of situation of the registered office outside the local limits of a city, a special resolution is required to be passed by the shareholders of the company.

The Board of Directors, accordingly, recommends the resolution set out at Item no. 3 of the accompanying Notice for the approval of the Members by voting by Postal Ballot in terms of the provisions of the Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of the Postal Ballot) Rules, 2011.

Except to the extent of the shares, if any, held by the directors, none of the Directors of the Company is, in any way, concerned or interested in the resolution as set out at item no. 03.

By Order of the Board of Directors
For Anant Raj Industries Limited

Head Office:
H-65, Connaught Circus,
New Delhi - 110001



Ashok Sarin
Chairman

Date: June 21, 2012



ANANT RAJ INDUSTRIES LIMITED

Regd. Office: 85.2 Km Stone, Delhi - Jaipur Highway, Village Bhudla,
P.O. Sangwari, District Rewari, (Haryana)
Web Site : www.anantraj.com E-mail - manojpahwa@anantraj.com

POSTAL BALLOT FORM

Serial No. _____

- Name and Registered Address of the Sole/ First named Member
- Name(s) of the Joint Member(s), if any
- Registered Folio/ DPID No.*/ Client ID No* (*Applicable to investors holding shares in dematerialized form)
- No. of Shares held
- I/We hereby exercise my/our vote in respect of the special resolutions to be passed through postal ballot for the business stated in the notice of the Company dated June 21, 2012, by sending my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below.

Sl. No.	Description of the Resolution	Number of Shares	I/ We assent to the Resolution	I/ We dissent to the Resolution
1.	Special resolution under Section 17 of the Companies Act, 1956, as per the resolution mentioned at Item No. 1 of the Notice dated June 21, 2012, regarding alteration of Main Objects clause of the Memorandum of Association.			
2.	Special resolution under Section 17 of the Companies Act, 1956, as per the resolution mentioned at Item No. 2 of the Notice dated June 21, 2012, regarding alteration of Objects incidental or ancillary to the main object clause of the Memorandum of Association.			
3.	Special resolution under Section 146 of the Companies Act, 1956, as per the resolution mentioned at Item No. 3 of the Notice dated June 21, 2012, regarding shifting of Registered Office.			

Place : _____

Date : _____



(Signature of the Member)

Note : Please read the instructions printed overleaf carefully before completing the Form.

INSTRUCTIONS

1. A member desirous of exercising his/her vote by postal ballot may complete this Postal Ballot form and send it to the Scrutinizer, Mr. Rajesh Lakhanpal in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal ballot deposited in person or if sent by courier at the expense of the member will also be accepted.
2. Please convey your assent or dissent in this Postal Ballot Form by placing the tick mark (✓) at the appropriate box. The assent or dissent received in any other form or on a photocopy of the Postal Ballot Form shall be considered invalid.
3. The self-addressed postage pre-paid envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. There shall be one postal ballot for every folio/ DPID Client ID irrespective of the number of joint holders.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members on the cut-off date i.e. June 22, 2012.
6. The Postal Ballot form should be completed and signed by the member as per the specimen signature registered with the Company/ depository. In case of joint holding, this form should be completed and signed by the first named member and in his/ her absence by the next named member.
7. Incomplete, unsigned or incorrectly filled Postal Ballot Forms shall be rejected. A proxy is not authorized to sign the postal ballot.
8. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorisation together with specimen signature(s) of the duly authorised signatories.
9. Duly completed Postal Ballot forms should reach the Scrutinizer not later than the close of working hours on Monday, August 06, 2012. Postal Ballot forms received after this date will be treated as if the reply from the shareholders has not been received.
10. Members are requested not to send any other paper along with the postal ballot form in the enclosed self - addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. A member need not use all his/her vote(s) nor does he need to cast all his votes in the same way.
12. The Scrutinizer's decision on the validity of a Postal Ballot Form and votes cast will be final and binding.
13. The date of declaration of result of Postal Ballot will be taken to be date of passing of the resolution(s).
14. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal form should reach the Scrutinizer not later than the date specified at Item no. 09 above.

