

ANANT RAJ INDUSTRIES LIMITED

85.2, K.M. STONE, VILLAGE-BHUDLA, P.O SANGWARI, DISTT –REWARI ,HARYANA

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the members of Anant Raj Industries Limited will be held on Thursday , 25th June, 2009 at 9.30 A.M. at the Registered office of the Company at 85.2 K.M. Stone, Village – Bhudla, P.O. Sangwari, Distt-Rewari , Haryana to transact the following business:-

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

“RESOLVED THAT, pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment thereto or re-enactment thereof, for the time being in force) and pursuant to the provisions of Chapter XIII- A of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines 2000 (SEBI) (DIP) Guidelines) as in force and subject to all other applicable rules, regulations and guidelines of SEBI, the applicable provisions of Foreign Exchange Management Act, 1999 (FEMA) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the company with Stock Exchanges where the shares of the company are listed, and subject to requisite approvals, consents, permissions and / or sanctions of Securities and Exchange Board of India (SEBI), Stock Exchanges, Reserve Bank of India (RBI), Foreign Investment Promotion Board (FIPB), Department of Industrial Policy and Promotion, Ministry of Commerce (DIPP) and all other authorities as may be prescribed by any of them while granting such approvals , consents, permissions and / or sanctions agreed by the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers conferred by this resolution), consent of the company be and is hereby accorded and the Board be authorized to create, offer, issue and allot , from time in one or more tranches, equity shares to Qualified Institutional Buyer (QIBs) (including Foreign Institutional investors up to the limit of 40% of the paid up capital of the company (approved by the shareholders through postal ballot) by way of qualified Institutional Placement (QIP) under Chapter XIII-A of SEBI (DIP) guidelines / in the course of one or more public or private offerings in domestic and / or one or more international markets with or without a green shoe option, equity shares and / or equity shares through depository receipts including ADR, GDR , FCCB and / or any instruments or securities representing either equity shares and / or convertible securities linked to equity shares other than convertible debentures (all of which are hereinafter collectively referred to as ' Securities') to eligible investors (whether residents and / or non-residents and / or institutions / banks and / or incorporated bodies, and / or individuals and / or trustees and whether or not such investors are members of the company) through a placement document and / or such other documents / writings/ circulars/ memoranda and in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the SEBI (DIP) Guidelines or other provisions of the law as may be prevailing at the time; in consultation with the Book Running Lead Mangers and / or other advisors or otherwise, on such terms and conditions as the Board may in its absolute discretion, decide at the time of issue of securities.

RESOLVED FURTHER THAT the equity shares allotted in terms of this resolution shall rank parri passu in all respects with the existing equity shares of the company provided that the amount to be raised through the securities mentioned under the resolution shall not exceed Rs.2,000 crores (Rupees Two Thousand Crores only).

RESOLVED FURTHER THAT Relevant date for the purpose of QIP Placement will be the date of the meeting in which the Board of the company or its Committee of Directors duly authorised by the Board of the company decides to open the proposed issue.



RESOLVED FURTHER THAT the Securities allotted shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI Guidelines except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting, listing and utilizing the issue proceeds of the Equity shares of the Company, as the Board may in its absolute discretion, deem fit and proper without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority to this resolution.

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

"RESOLVED THAT, pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment thereto or re-enactment thereof) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into with the Stock Exchange where the Equity Shares of the Company are listed and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI") (including the SEBI (Substantial Acquisition of Shares and Takeovers Regulations, 1997) (including any statutory amendment(s) modification(s) and or re-enactment(s) thereof, for the time being in force) and subject to the approvals, consents, permissions and/ or sanctions, as may be necessary of the appropriate authorities, institutions or body and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board of Directors or any committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), consent of the Company be and is hereby accorded and Board is hereby authorized to issue, offer and allot upto 2,00,00,000 (Two Crores) Convertible Warrants (Warrants), to be convertible at the option of Warrant holder in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of the Company of face value of Rs.2/-each for cash at an exercise price of Rs. 87/- (including premium of Rs 85.-) and to issue fresh Equity Shares on the conversion of the warrants on such further terms and conditions as may be finalized by the Board of Directors to following persons belonging to Promoter Group:

| Name of person Promoter Group | Category | No of warrants |
|-----------------------------------|------------------------|----------------|
| Anant Raj Meadows Private Limited | Promoter group Company | 2,00,00,000 |
| Total | - | 2,00,00,000 |

RESOLVED FURTHER THAT the amount to be paid on the warrants at the time of allotment shall be 25% of the exercise price and the rights attached to them and other terms and conditions of the warrants will be as may be decided in accordance with SEBI Guidelines and other provisions of the applicable laws by the Board of Directors.



RESOLVED FURTHER THAT the relevant date for the purpose of calculating the exercise price for the warrants under Chapter XIII of SEBI Guidelines is 26th May, 2009

RESOLVED FURTHER THAT the fresh equity shares allotted on conversion of warrants shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the 2,00,00,000 (Two Crores) warrants allotted to Promoter group and the equity shares arising from the conversion thereof shall be locked in for a period of three years from the date of allotment and again on the conversion thereof, subject to that not more than 20% of the total post issue capital of the company shall be subject to lock in of 3 years from the date of allotment or as per the provisions of SEBI (DIP) Guidelines for Issue of Shares on Preferential basis.

RESOLVED FURTHER THAT the warrants and Equity shares shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI Guidelines except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the Equity shares of the Company, as in the absolute discretion, deem fit and proper.

By order of the Board of Directors

Place: New Delhi
Date: May 29,2009

ASHOK SARIN
Chairman

NOTES

- A) The Explanatory Statement, pursuant to section 173(2) of the Companies Act, 1956, is annexed herewith.
- B) A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself/ herself and the proxy need not be members of the Company. Proxy in order to be effective must be received by the company at its registered office, not less than 48 hours before the meeting.
- C) Members are requested to notify immediately any changes in their address.
- D) All documents referred in the notice are open for inspection at the registered office of the company between 9.30 A.M. to 1.00 P.M. on all working days upto the day of the Extra Ordinary General Meeting.



Explanatory statement pursuant to Section 173(2) of the companies act, 1956.**Item no.1 – Issue of Securities upto amount Rs.2000 crores**

The company, in order to reap the benefits of economies of scale, intends to increase its productive capacity. Also the company wants to meet the working capital requirements for the existing operations and for the expansion of the company's business operations which include further investments in projects relating to Hospitality Sector, development of infrastructure for the Information Technology sector, developing Special Economic Zones and service apartments.

Therefore the company plans to augment its long term financial resources by the issuance of equity / equity linked securities/ or any other financial instruments.

The company is therefore considering to tap diverse sources to raise required resources and is planning to raise upto Rs.2000 crore (Two Thousand Crores only) through the issuance of equity shares separately or through a combinations in one or more tranches.

The proposed resolution for further issue of capital is an enabling resolution entitling the Board to issue equity / equity linked securities/ or any other financial instruments as may be deemed appropriate in the best interest of the company.

The issue is proposed to be made to all eligible investors, whether resident and/ or non-resident and / or institutions / banks and / or incorporated bodies and / or individuals and / or trustees whether or not such investors are members of the company . The primary issuance of equity shares either through the QIP route or the follow on public offering route is proposed to be made to all eligible investors including Foreign Institutional Investors (FIIs) such that the FII ownership in the post issue equity share capital of the company does not exceed 40% of the paid up equity capital of Company.

Relevant date for the purpose of this resolution means the date of the meeting in which the Board of the company or the Committee of Directors duly authorised by the Board of the company decides to open the proposed issue.

In terms of provisions of the Companies Act, 1956, consent of the members is sought under Section 81(1A) of the Companies Act, 1956, for the offer, issue and allotment of the said securities, as detailed in the resolution. The board may be authorized to issue the Equity shares, in accordance with the terms of offer, as detailed in the resolution and to take necessary actions without any limitation for implementation the resolution.

None of the Directors of the Company is in anyway concerned or interested in the resolution.

The Board of Directors recommends the resolution for the approval of the shareholders.

Item no.2 – Issue of 2,00,00,000 warrants to Promoter Group

The Company requires funds in near future for business expansion, enhancement of competitiveness and strengthening of its financial position through long term resource. To make provision of the funds so required, it is considered appropriate under the current circumstances, to issue Warrants on preferential basis with the right to apply for Equity shares on subsequent dates as per Guidelines for Preferential Issue as prescribed by SEBI. The required information as per the provisions of the SEBI's Guidelines is given below:

A. Objects of the issue:

To meet the working capital requirements for the existing operations and for the expansion of the company's business operations.

B. Intention of the Promoters group to subscribe to the offer:

Anant Raj Meadows Private Limited, a promoters group Company, intends to subscribe for 2,00,00,000 (Two Crores) convertible warrants to be exchanged with equal number of equity shares of Rs. 2/- each



at a price of Rs.87/- per share within a period of 18 months from the date of allotment. The company has received written consent from all the promoters named above towards their intention to subscribe.

C. Issue price and relevant date:

The issue price of the proposed issue, i.e. Rs.87/- each, is more than the minimum price as determined in accordance with the guidelines for pricing of the preferential issue under Chapter XIII of Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000.

The relevant date on the basis of which the price of the issue of shares has been calculated is 26th May, 2009 i.e. 30 days prior to the date of the EGM.

D. Shareholding Pattern of the Company before and after the issue :

| Name of Shareholders | Pre issue Shareholding | | Preferential issue | Post issue shareholding (After conversion of warrants) | |
|--|------------------------|--------------|--------------------|--|--------------|
| | No. of Shares held | % of Shares* | No. of Warrants | No. of Shares held | % of Shares* |
| (A) Promoters' Shareholding | | | | | |
| Promoter & Promoter Group | | | | | |
| (1) Indian | | | | | |
| (a) Individuals /HUF | 7,90,21,302 | 28.19 | | 7,90,21,302 | 26.32 |
| (b) Central Govt. /State Govt. | - | - | | - | - |
| (c)Bodies Corporate | 10,18,73,225 | 36.35 | 2,00,00,000 | 12,18,73,225 | 40.58 |
| (d) Financial Institutions /Banks | - | - | - | - | - |
| Sub Total (A)(1) | 18,08,94,527 | 64.54 | 2,00,00,000 | 20,08,94,527 | 66.90 |
| (2) Foreign | - | - | - | - | - |
| (a) Individuals (NRIs/ Foreign Individuals) | 1,40,615 | 0.05 | | 1,40,615 | 0.05 |
| (b) Bodies Corporate | - | - | - | - | - |
| (c) Institutions | - | - | - | - | - |
| Sub Total (A) (2) | 1,40,615 | 0.05 | - | 1,40,615 | 0.05 |
| Total shareholding of Prom. & Prom. Grp.(A)=(A) (1) + (A) (2) | 18,10,35,142 | 64.59 | 2,00,00,000 | 20,10,35,142 | 66.95 |
| (B) Public Shareholding | | | | | |
| Institutions | 7,13,64,553 | 25.46 | - | 7,13,64,553 | 23.76 |
| Non-Institutions: | | | | | |
| (a) Bodies Corporate | 1,94,89,891 | 6.95 | - | 1,94,89,891 | 6.49 |
| (b) (i) Individual holding nominal share capital < Rs1Lacs | 52,49,124 | 1.87 | - | 52,49,124 | 1.75 |



| Name of Shareholders | Pre issue Shareholding | | Preferential issue | Post issue shareholding (After conversion of warrants) | |
|--|------------------------|---------------|--------------------|--|---------------|
| | No. of Shares held | % of Shares* | No. of Warrants | No. of Shares held | % of Shares* |
| (ii) Individual holding nominal share capital > Rs1Lacs | 14,96,024 | 0.54 | - | 14,96,024 | 0.51 |
| (c) Any other | | | | | |
| (i) Non-Resident Indians | 6,37,135 | 0.23 | - | 6,37,135 | 0.21 |
| (ii) Trusts | 2,00,000 | 0.07 | - | 2,00,000 | 0.06 |
| (iii) Clearing members | 8,14,966 | 0.29 | - | 8,14,966 | 0.27 |
| Total Public Shareholding (B) | 9,92,51,693 | 35.41 | - | 9,92,51,693 | 33.05 |
| TOTAL (A+B) | 28,02,86,835 | 100.00 | 2,00,00,000 | 30,02,86,835 | 100.00 |
| (C) Shares held by Custodians and against which Depository Receipts have been issued | 1,48,09,500 | - | - | 1,48,09,500 | - |
| TOTAL (A+B+C) | 29,50,96,335 | - | 2,00,00,000 | 31,50,96,335 | - |

*The percentage is calculated without considering the shares held by Custodians in Part 'C' of the Shareholding pattern.

E. Proposed time within which the allotment shall be completed

The Board proposes to allot the warrants and equity Shares within a period of 15 days from the date of passing of this resolution by the shareholders or within 15 days from the date of approval of any regulatory authority, whichever is later.

F. The identity of the proposed allottees and the percentage of the preferential issue that may be held by them

| Sr. No. | Name of the Proposed Allottees | Category | Pre-Issue Shareholding | | Number of Warrants | Post shareholding conversion warrants | | Issue After of |
|---------|-----------------------------------|----------|------------------------|-----|--------------------|---------------------------------------|-------|----------------|
| | | | No. of shares | %* | | No. of shares | %* | |
| 1. | Anant Raj Meadows Private Limited | Promoter | Nil | Nil | 2,00,00,000 | 2,00,00,000 | 6.66% | |

*The percentage is calculated without considering the shares held by Custodians in Part 'C' of the Shareholding pattern.



G. CONSEQUENTIAL CHANGES IN THE VOTING RIGHTS

Voting rights will change in tandem with the shareholding pattern however there shall not be any change in the management control of the Company.

H. Auditors' Certificate :

A Certificate from M/s. B. Bhushan & Co, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (Disclosure and Investor Protection) Guidelines, 2000 shall be placed before the meeting of the shareholders.

I. Lock-in

The 2,00,00,000 (Two Crores only) warrants and resultant shares allotted to persons mentioned as Promoters in Point F above shall be locked in for such period from the date of allotment of warrants and equity shares as per SEBI Guidelines.

J. Change in Management:

The issue of Equity shares will not result in any change in the management or control of the Company.

K. Other terms and Conditions

1. The Proposed allottee of the warrants shall on or before the date of allotment of warrant, pay an amount equivalent to at least 25% of the total consideration and the balance 75% on or before the date of conversion thereof in the equity shares.
2. The warrant holder will be entitled to apply for and obtain allotment of one equity share against such warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment in one or more tranches.
3. If the warrant holder fails to exercise the aforesaid option as mentioned in point 2 above, the right attached thereto shall expire and any amount paid on such warrants shall stand forfeited.
4. The warrant by itself till converted into equity shares, does not give to the holder thereof any rights of the shareholders of the company.

In terms of provisions of the Companies Act, 1956, consent of the members is sought under Section 81(1A) of the Companies Act, 1956, for the offer, issue and allotment of the said securities, as detailed in the resolution. The board may be authorized to issue the Equity shares, in accordance with the terms of offer, as detailed in the resolution and to take necessary actions without any limitation for implementation of the resolution.

None of the Directors of the Company is in anyway concerned or interested in the resolution. However, they may be deemed to be interested to the extent of allotment of warrants to the promoter group.

The Board of Directors recommends the resolution for the approval of the shareholders.

By order of the Board of Directors

Place: New Delhi
Date: May 29, 2009



ASHOK SARIN
Chairman

ANANT RAJ INDUSTRIES LIMITED

Regd office : 85.2 KM Stone, Village –Bhudla,
P.O. Sangwari, Distt Rewari, Haryana

ATTENDANCE SLIP

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company at Registered Office : 85.2 Km. Stone, Delhi-Jaipur Highway, Village Bhudla, P.O. Sangwari Distt. Rewari, (Haryana) on Thursday, the 25th day of June, 2009 at 9.30 A.M.

Full Name of the Shareholder _____
(IN BLOCK LETTERS)

Folio No. _____

Client ID No. _____

DP ID No. _____

Full Name of Proxy _____
(IN BLOCK LETTERS)

(Signature of the Member/Proxy)

Tear Here.....

ANANT RAJ INDUSTRIES LIMITED

Regd office : 85.2 KM Stone, Village –Bhudla,
P.O. Sangwari, Distt Rewari, Haryana

FORM OF PROXY

I/We _____ of _____

In the district of _____ Being a member/ members of the Anant Raj Industries Ltd., hereby appoint Mr./Miss./Mrs _____ of _____

_____ in the district of _____ as my/or proxy to vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday, the 25th day of June, 2009 at 9.30 A.M. or at any adjournment thereof.

**Affix
Re. 1/-
Revenue
Stamp**

Signed this _____ day of _____ 2009

Note: The Proxy form completed must be returned to reach the Registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.

