

ANANT RAJ INDUSTRIES LIMITED

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

Corporate Office : H-65, Connaught Circus, New Delhi- 1100 01

(Notice Pursuant to Section 192A of the Companies Act, 1956)

Notice is hereby given that pursuant to the provisions of section 192A of the Companies Act, 1956, read along with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, approval of the members of the Company is sought by way of postal ballot in respect of the following special business:

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:

Resolved that in pursuance of the provision of Section 17 and other provisions, if any, of the Companies Act, 1956, consent be and is hereby accorded to alteration in the "Other Objects" of the Memorandum of Association by inclusion of the following object as clause 74 thereon.

"To enter into agreement for acquiring, constructing, developing, setting up, running, maintaining, providing comprehensive consulting services and administering and/ or to acquire, construct, develop, set up, run, maintain, provide comprehensive consulting services and administer education city(ies), education valley(s), Pre-school(s), primary school(s), secondary and senior secondary school(s), college(s), training and professional institution(s), professional degree college(s), science and technology college(s), computer training and learning centre(s) including appointment of franchise to set up, construct, develop, run, maintain, provide comprehensive consulting services and administer Preschool(s), primary school(s), secondary and senior secondary school(s), college(s), training and professional education institution(s), professional degree college(s), science and technology college(s), computer training and learning centre(s) in India and abroad".

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:

"Resolved that in pursuance of the provision of Section 149(2A) and other provisions, if any, of the Companies Act, 1956, consent be and is hereby accorded for commencing and carrying on all or any of the new businesses and activities mentioned in the newly inserted clauses of the Memorandum of Association of the Company at such time or times as the Board of Directors deem fit."

By order of the Board of Directors



Place: New Delhi
Date: February 16, 2009

Ashok Sarin
Chairman

NOTES:

1. Explanatory statement for the proposed special business pursuant to section 173(2) read with Section 192A(2) of the Companies Act, 1956 is given hereunder.
2. The Company has appointed Mr. Rajesh Lakhanpal, Practicing Company Secretary, as Scrutinizer for the purpose of Postal Ballot.
3. A copy of document(s) referred to in the accompanying Explanatory statement is 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 results of Postal Ballots.
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. (s) 1 & 2

As you are aware, your Company is engaged in the business of manufacturing of ceramic tiles and construction and development of IT Parks, SEZs and Hospitality Projects. Further, your Company has entered in Memorandum of understanding (MOU) with the Government of Gujarat for construction, development and setting up an education city in the state of Gujarat. Pursuant to such MOU your Company would be allotted 750 acres (approx) of land in Gujarat for construction, development and setting up an education city. Your Company would also be bidding for similar projects in other states and, if successful, shall also execute such projects for other governmental and other agencies. The Board is of the opinion that it would be beneficial and viable for your Company to engage in the business of construction and development of Education Valley, schools, colleges, education institutions and the like. Accordingly, the Board of Directors deem it fit to include a clause in the "Other Objects" for the carrying out of such businesses.

As per section 192A of the Companies Act, 1956, read with Companies (Passing of resolution by Postal Ballot) Rules, 2001 and pursuant to section 17 of the Companies Act, 1956, a special resolution for altering the Memorandum of Association is required to be passed by the shareholders of the Company through postal ballot. Accordingly, the Directors recommend the resolution for approval.

In the event the resolution proposed in Item no. 1 is passed with requisite majority, and in pursuance of the provisions of section 149(2A) of the Companies Act, 1956, the approval of the members of the Company is required to commence the said new businesses as are being proposed to be included in the "Other Objects" of the Memorandum of Association of the Company. The said new business or businesses shall be commenced at such time or times as the Board of Directors of the Company may deem it fit in the interests of the Company, subject to all applicable laws and regulations and approvals.

None of the directors may be considered to be interested in the resolutions.



By order of the Board of Directors

Place: New Delhi
Date: February 16, 2009Ashok Sarin
Chairman

ANANT RAJ INDUSTRIES LIMITED

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P.O. Sangwari, District Rewari, (Haryana)

Postal Ballot No. **8928**

POSTAL BALLOT FORM

1.	Name(s) of shareholder(s) (in block letters) (Including Joint holders, if any)	
2.	Registered Address of the sole/ first named shareholder	
3.	Registered Folio/DPID No/Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4.	No. of shares held	
5.	I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the business stated in the notice of the Company dated February 16, 2009 by sending my/our assent or dissent to the said resolution by placing the tick () mark at the appropriate box below.	

	Description	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 in item no. 1 of the notice dated February 16, 2009, regarding the alteration of object Clause of the Memorandum of Association.		
2.	Special resolution under Section 149(2A) of the Companies Act, 1956, as per the resolution mentioned in item no. 2 of the notice dated February 16, 2009, regarding commencement of new business.		

Place: _____

Date: _____



(Signature of the Shareholder)

Instructions:-

1. Pursuant to the provisions of section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, the assent or dissent of the members in respect of the given resolutions shall be determined through postal ballot.
2. A shareholder entitled to vote and desirous of exercising the vote by postal ballot may complete this Postal Ballot form and send it to the Scrutinizer, appointed by the Company, in the attached pre-paid self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots Forms, if sent by courier at the expense of the shareholders will also be accepted.
3. The pre- paid self-addressed envelope bears the address of Mr. Rajesh Lakhanpal, appointed as Scrutinizer by the Board of Directors of the Company on February 16, 2009.
4. There shall be one postal ballot for every folio/ DPID / Client ID irrespective of the number of joint holders. A proxy is not authorized to sign the postal ballot. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut off date i.e. February 20, 2008.
5. The Postal Ballot form should be completed and signed by the shareholder 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 shareholder and in his/her absence by the next named shareholder. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be signed by the authorized signatory and should be accompanied by a certified true copy of the Board/ Committee Resolution authorizing such person to sign the postal ballot form.
6. Incomplete, unsigned or incorrectly filled Postal Ballot Forms shall be rejected.
7. Duly completed Postal Ballot forms should reach the Scrutinizer not later than the close of working hours on April 13, 2009. Postal Ballot forms received after this date will be treated as if the reply from the shareholders has not been received.
8. Members are requested not to send any other paper alongwith the postal ballot form in the enclosed self- addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A member need not cast all his/her votes in the same manner.
10. The Board of Directors has appointed Sh. Anil Sarin, Managing Director, and Sh. Manoj Pahwa, Company Secretary, on February 16, 2009 as the persons responsible for the entire postal ballot voting process.
11. The Scrutinizer shall submit his Report to the Board of Directors on April 15, 2009. The Scrutinizer's decision on the validity of a Postal Ballot Form and votes cast will be final and binding.
12. Sh. Anil Sarin, Managing Director, and / or Sh. Manoj Pahwa, Company Secretary, shall announce the result of the postal ballot resolution at the Board Meeting of the Company to be held on April 16, 2009.
13. The result of the Postal Ballot shall also be displayed at the Corporate Office and the Registered Office of the Company and posted on the Company's website www.anantraj.com. The result shall also be published in newspaper(s) for the information of members of the company

