

Anant Raj Industries Limited

Head Off : H-65, Connaught Circus, New Delhi - 110 001
Tel : 011-43034400, 43034435, 43034439 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



CS/ARIL/12396

September 03, 2012

The Secretary,

National Stock Exchange of India Limited,

"Exchange Plaza", Plot No. C/1, G-Block,

Bandra - Kurla Complex, Bandra (E),

Mumbai - 400051

Sub: - Minutes of Proceedings Relating to Declaration of Result of Postal Ballot

Dear Sir,

Please find enclosed the minutes of the proceedings held on Thursday, August 09, 2012 relating to declaration of the results of the Postal Ballot conducted pursuant to Section 192A of the Companies Act, 1956, in respect of the following businesses:-

1. Alteration in the Main Objects Clause of the Memorandum of Association of the Company.
2. Alteration in the Objects Incidental or Ancillary to the attainment of the Main Objects Clause of the Memorandum of Association of the Company.
3. Shifting of the Registered Office of the Company from Rewari to Manesar in the State of Haryana.

This is for your information and records.
Yours Faithfully,

For Anant Raj Industries Limited

Manoj Pahwa
Company Secretary
Encl: as above

Regd. Office : Plot NO. CP-1, Sector-8, IMT Manesar, Haryana - 122 051

MINUTES OF THE PROCEEDINGS HELD ON THURSDAY, AUGUST 09, 2012 AT 4.00 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT 85.2 K.M STONE, DELHI-JAIPUR HIGHWAY, VILLAGE-BHUDLA, P.O. SANGWARI, DISTT-REWARI, HARYANA, RELATING TO DECLARATION OF THE RESULTS OF THE POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011 ON THE RESOLUTIONS AS SET OUT IN THE NOTICE DATED 21ST JUNE, 2012.

PRESENT:

| | |
|----------------------|-------------------|
| Sh. Anil Sarin | Managing Director |
| Sh. Amit Sarin | Director & CEO |
| Sh. Rajesh Lakhanpal | Scrutinizer |
| Sh. Manoj Pahwa | Company Secretary |

Background:

The Postal Ballot Notice dated 21st June, 2012, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, was dispatched to the members to seek their assent (for)/dissent(against) in respect of the **Special Resolutions** related to the following matters:

- I. Alteration in the Main Objects Clause of the Memorandum of Association of the Company.
- II. Alteration in the Objects incidental or Ancillary to the attainment of the Main Objects Clause of the Memorandum of Association of the Company.
- III. Shifting of the Registered Office of the Company from Rewari to Manesar in the State of Haryana.

The Board of Directors at their meeting held on 21st June, 2012 had appointed Sh. Rajesh Lakhanpal, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Forms and the self addressed postage pre-paid business reply envelopes were sent to the members. The members were requested to return the Postal Ballot Form duly completed along with their assent (for)/dissent(against) so as to reach the Scrutinizer not later than the close of working hours on 06th August, 2012.



2

Sh. Rajesh Lakhanpal, Scrutinizer, after due scrutiny of all the Postal Ballot Forms, submitted his report on the resolutions as under:

| S.No. | Particulars | No. of Shareholders | No. of Shares |
|-------|--|---------------------|---------------|
| 1. | Total number of shareholders as on 22 nd June, 2012 (being the cut-off date for dispatch of Postal Ballot Notice) | 30978 | 29,50,96,335 |
| 2. | Total Shareholders to whom Postal Ballot Notice was sent | 30978 | 29,50,96,335 |

ITEM NO. 01: Alteration in the Main Object Clause of the Memorandum of Association of the Company

| Particulars | No. Postal Ballot Forms | No. of Shares (Votes Cast) |
|--|-------------------------|----------------------------|
| No. of Total Votes received by the Scrutinizer | 752 | 204529808 |
| Less: Rejected due to technical reasons | 58 | 36400 |
| No. of Valid Votes received | 694 | 204493408 |

| Particulars | No. of Postal Ballots Forms | No. of Equity Shares (Votes) | % of the Total Votes (Valid) |
|---|-----------------------------|------------------------------|------------------------------|
| Net Valid Postal Ballot Forms (as per Register) | 694 | 204493408 | 100 |
| Postal Ballot Forms with Assent | 663 | 204484789 | 99.996 |
| Postal Ballot Forms with Dissent | 31 | 8619 | 0.004 |

On the basis of Scrutinizer's report, Sh. Anil Sarin, Managing Director, announced that the proposed Special Resolution u/s 17 of the Companies Act, 1956 contained as Item No. 01 of the Postal Ballot Notice dated 21st June, 2012 relating to the "**ALTERATION IN THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**" was duly passed as a special resolution and directed that the resolution be recorded in the minutes book of the general meeting of the members.

The Special Resolution duly approved by the members of the Company is as under:

"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



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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,



4

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.

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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:

| Particulars | No. of Postal Ballot Forms | No. of Shares (Votes Cast) |
|--|----------------------------|----------------------------|
| No. of Total Votes received by the Scrutinizer | 752 | 204529858 |
| Less: Rejected due to technical reasons | 79 | 43865 |
| No. of valid Votes received | 673 | 204485993 |

| Particulars | No. of Postal Ballots Forms | No. of Equity Shares (Votes) | % of the Total Votes (Valid) |
|---|-----------------------------|------------------------------|------------------------------|
| Net Valid Postal Ballot Forms (as per Register) | 673 | 204485993 | 100 |
| Postal Ballot Forms with Assent | 636 | 204475564 | 99.995 |
| Postal Ballot Forms with Dissent | 37 | 10429 | 0.005 |



CHAIRMAN'S INITIALS

6

On the basis of Scrutinizer's Report, Sh. Anil Sarin, Managing Director, announced that the proposed Special Resolution u/s 17 of the Companies Act, 1956 contained as Item no. 02 of the Postal Ballot Notice dated 21st June, 2012 relating to **"ALTERATION IN THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY"** was duly passed as a special resolution and directed that the resolution be recorded in the minutes book of the general meeting of the members.

The Special Resolution duly approved by the members of the Company is as under:

"RESOLVED THAT pursuant of 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 object.
33. To undertake and execute trusts of all kinds, which may be conveniently undertaken or executed in earring 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 the Registered Office of the Company from Rewari to Manesar in the State of Haryana:

| Particulars | No. of Postal Ballot Forms | No. of Shares (Votes Cast) |
|--|----------------------------|----------------------------|
| No. of Total Votes received by the Scrutinizer | 752 | 204529838 |
| Less: Rejected due to technical reasons | 81 | 43965 |
| No. of valid Votes received | 671 | 204485873 |

| Particulars | No. of Postal Ballots Forms | No. of Equity Shares (Votes) | % of the Total Votes(Valid) |
|---|-----------------------------|------------------------------|-----------------------------|
| Net Valid Postal Ballot Forms (as per Register) | 671 | 204485873 | 100 |
| Postal Ballot Forms with Assent | 644 | 204476775 | 99.996 |
| Postal Ballot Forms with dissent | 27 | 9098 | 0.004 |

On the basis of Scrutinizer's report, Sh. Anil Sarin, Managing Director, announced that the proposed Special Resolution u/s 146 of the Companies Act, 1956 contained as Item no. 03 of the Postal Ballot Notice dated 21st June, 2012 relating to **“SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM REWARI TO MANESAR, IN THE STATE OF HARYANA”** was duly passed as a special resolution and directed that the resolution be recorded in the minutes book of the general meeting of the members.

The Special Resolution duly approved by the members of the Company is as under:

“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



CHAIRMAN'S
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8

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 are hereby severally authorised to do all such acts, deeds and things as may be necessary in connection therewith or incidental or ancillary thereto."

For Anant Raj Industries Limited

Anil Sarin
Anil Sarin
Managing Director

Place: New Delhi
Date: September 01, 2012

