

Anant Raj Industries Limited

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ARIL/CSI/12408

October 20, 2012

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

Sub: Minutes of Annual General Meeting

Dear Sir,

Please find enclosed the minutes of the Twenty Seventh Annual General Meeting of the Company held on Thursday, 27th day of September, 2012 at its Registered Office at Plot no. CP-1, Sector-8, IMT Manesar, Haryana- 122051.

Thanking You,

Yours Faithfully,

For Anant Raj Industries Limited

Manoj Pahwa
Company Secretary

Encl: As above

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**MINUTES OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF
THE COMPANY HELD ON THURSDAY, SEPTEMBER 27, 2012 AT 10.00 A.M.
AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. CP-1,
SECTOR-8, IMT MANESAR, GURGAON-122051.**

PRESENT WERE:

a) Directors

- | | | |
|-----|-------------------------|---|
| 01. | Sh. Anil Sarin | Managing Director & Chairman of the Meeting |
| 02. | Sh. Amit Sarin | Director & CEO |
| 03. | Sh. Ambarish Chatterjee | Director & Chairman of Audit Committee |
| 04. | Sh. Manecsh Gupta | Director |

b) Company Executives

- | | | |
|-----|--------------------|------------------------|
| 01. | Shri Yogesh Sharma | Sr. President- Finance |
| 02. | Shri Manoj Pahwa | Company Secretary |

c) Statutory Auditor

- | | | |
|----|-------------------------------|-----------------------|
| 1. | Mr. Kamal Ahluwalia (Partner) | M/s. B. Bhushan & Co. |
|----|-------------------------------|-----------------------|

d) Members

Members attended in person	:	21
Members attended through Proxy	:	62
Total		<u>83</u>

CHAIRMAN

Sh. Anil Sarin took the chair and called the meeting to the order.

The quorum, being present, the meeting was called to order.

The Chairman welcomed the Members to take part in the proceedings of the Meeting.

The Chairman informed the Members that the Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956, was kept open and available for inspection by Members.



With the consent of the Members, the Notice of the Meeting, Directors' Report, Profit & Loss Account of the Company for the year ended March 31, 2012, Balance Sheet as at that date and Cash Flow Statement for the year ended on that date having been circulated to the Members were taken as read.

READING OF AUDITORS' REPORT

At the request of the Chairman, the Company Secretary read out the Auditors' Report.

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2012 AND REPORTS OF DIRECTORS & AUDITORS THEREON

The following resolution was proposed by Sh. S.P. Sethi and seconded by Sh. Sanjay Rohilla to be considered as an Ordinary Resolution:

“RESOLVED THAT the Audited Balance Sheet of the Company as at March 31, 2012, the Audited Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the report of the Board of Directors with its Annexures and Auditors' Report thereon be and are hereby approved and adopted.”

The resolution was then put to vote on a show of hands and was passed unanimously.

2. DIVIDEND

The following resolution was proposed by Sh. A.K. Prashar and seconded by Sh. S.P. Sethi to be considered as an Ordinary Resolution:

“RESOLVED THAT as recommended by the Board of Directors, a dividend of Rs. 0.40 per share (i.e 20%) on 295096335 Equity Shares of Rs. 2/- each for the financial year ended 31st March, 2012 be and is hereby declared.

RESOLVED FURTHER THAT the aforesaid dividend will be paid to those members whose names appear in the Register of Members as at the end of the business hours on September 13, 2012 as per the details furnished by the Depositories in respect of the shares held in Electronic Format and as per the Register of Members of the Company as on September 13, 2012 in respect of shares held in physical form.”

The resolution was then put to vote on a show of hands and was passed unanimously.



3. RE – APPOINTMENT OF SHRI ASHOK SARIN AS A DIRECTOR OF THE COMPANY

The following resolution was proposed by Sh. Sanjay Rohilla and seconded by Sh. Hemant Varshney to be considered as an Ordinary Resolution:

“RESOLVED THAT Shri Ashok Sarin, Director of the Company, who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company whose term of office shall be liable to be determined by rotation.”

The resolution was then put to vote on a show of hands and was passed unanimously.

4. RE – APPOINTMENT OF SHRI AMBARISH CHATTERJEE AS A DIRECTOR OF THE COMPANY

The following resolution was proposed by Sh. Mahesh Gogia and seconded by Sh. Hemant Varshney to be considered as an Ordinary Resolution:

“RESOLVED THAT Shri Ambarish Chatterjee, Director of the Company, who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company whose term of office shall be liable to be determined by rotation.”

The resolution was then put to vote on a show of hands and was passed unanimously.

5. APPOINTMENT OF AUDITORS

The following resolution was proposed by Sh. Om Bir Singh and seconded by Sh. Sanjay Kumar Rohilla to be considered as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 224 of the Companies Act, 1956, M/s. B. Bhushan & Co., Chartered Accountants (Firm Regn. No. 001596N), the Retiring Auditors of the Company, being eligible and willing to be re-appointed to the said office be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and the Board of Directors be and is hereby authorised to fix their remuneration.”

The resolution was then put to vote on a show of hands and was passed unanimously.



SPECIAL BUSINESS:

6. CHANGE OF NAME OF THE COMPANY FROM "ANANT RAJ INDUSTRIES LIMITED" TO "ANANT RAJ LIMITED"

The following resolution was proposed by Sh. S.P. Sethi and seconded by Sh. Prem Sagar to be considered as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 21 and other applicable provisions of Companies Act, 1956, if any, and subject to the approval of the Central Govt. or any other authority to whom such power may be delegated, the name of the Company be changed from 'Anant Raj Industries Limited' to 'Anant Raj Limited' and that the name of the Company shall be 'Anant Raj Limited' with effect from the date of issue of fresh Certificate of Incorporation by the Registrar of Companies, NCT of Delhi & Haryana.

RESOLVED FURTHER THAT the name 'Anant Raj Industries Limited' wherever appearing in the Memorandum and Articles of Association of the Company be substituted by the new name 'Anant Raj Limited'."

The resolution was then put to vote on a show of hands and was passed unanimously.

7. RE-APPOINTMENT OF SHRI ANIL SARIN AS MANAGING DIRECTOR

The following resolution was proposed by Shri Sanjay Kumar Rohilla and seconded by Sh. Om Bir Singh to be considered as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modifications or re-enactment thereof and subject to the such other approvals as may be necessary and in terms of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the re-appointment of Sh. Anil Sarin as Managing Director of the Company for a period of 5(Five) years effective from 31st December, 2012 on such terms and conditions including remuneration, as set out in the explanatory statement annexed to this notice convening the meeting with liberty to the Board of Directors to exercise its powers including the powers conferred by this resolution to alter and vary the terms and conditions of appointment and/ or remuneration subject to the same not exceeding the limits specified under Schedule XIII of the Companies Act, 1956 or any statutory modifications or re-enactment thereof.



RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution.”

The resolution was then put to vote on a show of hands and was passed unanimously.

VOTE OF THANKS

There being no other business to transact, the meeting ended with a vote of thanks to the chair.



**ANIL SARIN
CHAIRMAN OF THE MEETING**

Date: October 20, 2012

