

Date: 05.02.2022

To,
Corporate Relations Department
Bombay Stock Exchange Limited,
2nd floor, P.J. Tower,
Dalal Street,
Mumbai – 400 001

To,
Corporate Relations Department
National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G-Block
Bandra Kurla Complex
Bandra (E),
Mumbai- 400 051

Company Code: 532888

Company Code: ASIANTILES

Dear Sir,

Sub: Notice of Extra-Ordinary General Meeting of the Company.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the Extra-Ordinary General Meeting (EGM) of Members of the Company will be held on Monday, 28th February, 2022 at 11:00 A.M. through VC/OAVM.

We request you to take above on your records.

Thanking You.

Yours faithfully,

For, Asian Granito India Limited

Dhruti
Dhruti Trivedi
Company Secretary



Encl.: EGM Notice

Regd. & Corp. Office:
202, Dev Arc, Opp. Iskcon Temple,
S. G. Highway, Ahmedabad - 380 015
Gujarat (INDIA)

Tel : +91 79 66125500/698
E : info@aglasiangranito.com
W : www.aglasiangranito.com
CIN : L17110GJ1995PLC027025

TILES | MARBLE | QUARTZ | BATHWARE



Asian Granito India Ltd.



ASIAN GRANITO INDIA LIMITED

Regd. off : 202, Dev Arc Opposite Iskon Temple, Ahmedabad GUJARAT 380015

CIN : L17110GJ1995PLC027025 | Phone No. 079 66125500,

Email : cs@aglasiangranito.com | Website: www.aglasiangranito.com

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting No. 02/2021-22 of the Members of **ASIAN GRANITO INDIA LIMITED** will be held on Monday, 28th February 2022 at 11:00 AM IST through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** at the registered office of the Company situated at 202, Dev Arc, Opp. Iskon temple, Ahmedabad, Gujarat-380015 to transact the following business:

SPECIAL BUSINESS:

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

To consider and approve to increase in Authorised Share Capital of the Company from Rs.65,00,00,000/- to Rs. 127,00,00,000/- and to alter Memorandum of Association accordingly:

"RESOLVED THAT with the consent of the Board of Directors of the Company and pursuant to the provisions of **Section 61, 64** and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from **Rs. 65,00,00,000/-** (Rupees Sixty Five Crores Only) consisting of **6,50,00,000** (Six Crore Fifty Lakhs) Equity Shares of **Rs.10/-** (Rupees Ten Only) each to **Rs. 127,00,00,000 /-** (Rupees One Hundred Twenty Seven Crores Only) consisting of **12,70,00,000** (Twelve Crores Seventy Lakhs) Equity Shares of **Rs.10/-** (Rupees Ten Only) each."

"RESOLVED FURTHER THAT pursuant to provisions of Section 13 and all other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder the Memorandum of Association of the Company be and is hereby altered by substituting the existing **Clause V** thereof by the following new **Clause V** as under:

V. The Authorised Share Capital of the Company shall be **Rs. 127,00,00,000/-** (Rupees One Hundred Twenty Seven Crores Only) consisting of **12,70,00,000** (Twelve Crores Seventy Lakhs) Equity Shares of **Rs.10/-** (Rupees Ten Only) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the Company."

"RESOLVED FURTHER THAT any Director of the company be and is hereby authorized to make application, file forms etc. with the Registrar of Companies, Gujarat and to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution."

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

Re-appointment of Mr. Hemendrakumar Chamanlal Shah (DIN: 00077654) as an Independent Director:

"RESOLVED THAT, pursuant to the provisions of sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any

statutory modifications or re-enactment(s) thereof, for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Hemendrakumar Chamanlal Shah (DIN: 00077654) who was appointed as an Independent Director of the Company for a term of 5 years upto 19th March, 2022 by the shareholders and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second and final term of five years commencing from 20th March, 2022 till 19th March, 2027.

“RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mr. Hemendrakumar Chamanlal Shah (DIN: 00077654) as an Independent Director of the Company.

**Registered Office & Corporate Office:
202, Dev Arc, Opp. Iskon Temple,
S.G Highway
Ahmedabad – 380 015**

**By Order of the Board
For Asian Granito India Limited**

**Date: 4th February, 2022
Place: Ahmedabad**

**Dhruvi Trivedi
Company Secretary
Membership No. A31842**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Item No.1 and Item No. 2 set out above is annexed hereto.
2. In view of the ongoing COVID-19 pandemic, the MCA has vide its General Circular No. 20/2021 dated December 8, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2020 dated May 05, 2020 General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as ‘MCA Circulars’) permitted the holding of the EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the EGM of the Company is being held through VC/OAVM.
3. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through electronic voting (“e-voting”).

5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. All the members of the Company are encouraged to attend and vote at the EGM through VC/OVAM.
 6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and pursuant to the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the day of the EGM will be provided by NSDL.
 8. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.aglasiangranito.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 9. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company by an e-mail, a certified copy of the Board Resolution/Authority letter authorising their representative to attend and vote on their behalf at the Meeting through e-voting at cs@aglasiangranito.com.
 10. Only bonafide members of the Company whose names appear on the Register of Members as on 21st February, 2022 being cut-off date will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the EGM.
 11. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the members in respect of their shareholding in the Company either in single or with joint names. The members are requested to submit the complete and signed form SH-13 with their Depository Participant (DP) who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent – Link Intime India Pvt. Ltd. (the 'RTA').
 12. Members holding shares in physical form are requested to notify/send the following to the RTA of the Company:
 - i. Any change in their mailing address;
 - ii. Particulars of their bank account, pan no. & e-mail ids in case the same have not been sent earlier;
 - iii. Members who hold shares in physical form in multiple folios in identical names are requested to send the share certificate for consolidation into single folio.
- Further, please note that Members holding equity shares in electronic form are requested to contact to their DP with whom they are maintaining the demat accounts for updation in address, PAN no., e-mail IDs, Bank details, Bank mandate, ECS mandate, etc.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act will be available for inspection.

14. Members wishing to claim dividends for previous financial years, which remain unclaimed, are requested to correspond with the Company's Registrars and Transfer Agent (RTA). In case any unclaimed Dividend Warrant is lying with any member, the same should be forwarded to RTA for revalidation.

Members are requested to note that dividends not encashed or claimed within seven years from the thirty days of declaration of dividend, will, as per Section 124 of the Companies Act, 2013, be transferred to the IEPF.

Further, provisions of Section 124 of the Companies Act, 2013 read with Rule 6 of IEPF Rules as amended, inter alia, mandates the Company to transfer all such shares, in respect of which dividend have not been paid or claimed for seven consecutive years or more, to the demat account of IEPF Authority.

Unclaimed dividend information is available on the website of IEPF viz. www.iepf.gov.in and also on the website of the Company www.aglasiangranito.com

15. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. However, the members having their shareholding in the Demat form are requested to provide their PAN details to their respective DPs and those who have shares in physical mode are requested to provide their PAN details to the Company or the RTA of the Company.
16. (a) Considering the ongoing pandemic situation and in compliance with MCA Circular, Notice of EGM is being sent through electronic mode to all the members whose email IDs are registered with the Company/ DPs.

(b) We urge members to update your email addresses with the Company or DPs.
17. The Notice of EGM is available at the Company's website www.aglasiangranito.com. The Notice of the EGM is also available on <https://www.evoting.nsdl.com>
18. The Company has dedicated E-mail address info@aglasiangranito.com/cs@aglasiangranito.com for members to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest.
19. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including amendment thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting No. 02/2021-22 by electronic means and the items of business given in the Notice of the EGM may be transacted through e-voting services. The facility of casting vote through e-voting system from a place other than venue of the EGM ('remote e-voting') will be provided by National Securities Depository Limited ('NSDL').
20. The remote e-voting period commences at 09:00 a.m. IST on Friday, 25th February, 2022 and ends at 5:00 p.m. IST on Sunday, 27th February, 2022. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of Monday, 21st February, 2022 ('Cut-off date'), may cast their vote by remote e-voting. No remote e-voting shall be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled for voting upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
21. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Monday, 21st February, 2022. Any person, holding shares in physical form and non-

individual shareholders who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, 21st February, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ahmedabad@linkintime.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Monday, 21st February, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

22. Mr. Rajesh Parekh, Practicing Company Secretary (Membership No. A8073) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner failing him Ms. Aishwarya Parekh, Practicing Company Secretary (Membership No. A58980) can carry on the Scrutinising process.
23. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, not later than 3 days after the conclusion of the EGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer’s Report shall be placed on the Company’s website <http://www.aglasiangranito.com> and on the website of NSDL immediately after the result is declared by the Chairman and the same shall be simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited.
24. The resolution shall be deemed to be passed on the date of EGM, subject to the receipt of sufficient votes.
25. Voting process and instruction regarding e-voting:

The instructions for shareholders voting electronically are as under:

The remote e-voting period begins on 09:00 a.m. IST on Friday, 25th February, 2022 and ends at 5:00 p.m. IST on Sunday, 27th February, 2022. During this period, shareholders’ of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 21st February, 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 21st February, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 21st February, 2022.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>





Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="669 149 1425 678">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="669 716 1425 856">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="669 894 1425 1430">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="669 1467 1425 1583">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="716 1583 1187 1871" style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-voting and joining the virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@csrajeshparekh.in with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the [“Forgot User Details/Password?”](#) or [“Physical User Reset Password?”](#) option available on www.evoting.nsdl.com to reset the password.

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Nipul Shah at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@aglasiangranito.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@aglasiangranito.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join General meeting”** menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions and register themselves as speaker shareholder may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@aglasiangranito.com on or before 21st February, 2022 (5:00 p.m. IST). The same will be replied by the Company suitably.
6. Those shareholders who have registered themselves as speaker shareholder only be allowed to express their views/ask questions during the meeting.

Explanatory Statement in respect of special businesses pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts:

The following Explanatory Statement sets out all material facts relating to the special businesses set out in the accompanying notice of the EGM.

Item No.1

To facilitate any fund raising in future via either equity issue (either through direct placement such as QIP/ADR/Preferential Issue, Rights Issue, Further Public Offer or via convertible instruments, such as warrants) and/or Convertible Debt instruments etc., it is desirable to increase the authorized capital of the Company. Hence, Directors propose to increase the Authorized Share Capital of the Company from Rs. 65,00,00,000/- (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs. 127,00,00,000 /- (Rupees One Hundred Twenty Seven Crores Only) consisting of 12,70,00,000 (Twelve Crores Seventy Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only each).

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 62 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in this Ordinary Resolution except to the extent of their shareholding.

The Board recommends this Ordinary Resolution for your approval.

Item No.2

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company.

Mr. Hemendrakumar Chamanlal Shah (DIN: 00077654) was appointed as an Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on 21st September, 2017, for a tenure of 5 years. Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on 04th February, 2022, the Board has proposed the re-appointment of Mr. Hemendrakumar Chamanlal Shah (DIN: 00077654) as an Independent Director for second term of five consecutive years effective from 20th March, 2022 to 19th March, 2027. The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr. Hemendrakumar Chamanlal Shah as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act. The Company has received requisite consent/declarations for re-appointment of Mr. Hemendrakumar Chamanlal Shah as an Independent Director as required under the Act and rules made thereunder. In the opinion of the Board and based on the Board's evaluation, Mr. Hemendrakumar Chamanlal Shah fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director of the Company and he is independent of the Management. A copy of the draft letter for the re-appointment of Mr. Hemendrakumar Chamanlal Shah as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing EGM. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to

continue to avail the services of Mr. Hemendrakumar Chamanlal Shah as an Independent Director, the Board recommends the resolution set forth in Item No. 2 relating to the re-appointment of Mr. Hemendrakumar Chamanlal Shah as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure A to this Notice.

None of the Directors and Key Managerial Personnel(s) or their relatives except Mr. Hemendrakumar Chamanlal Shah, is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends this Special Resolution for your approval.

Annexure A

Information pursuant to the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General meetings ('SS-2') issued by the Institute of Company Secretaries of India regarding the Director proposed to be appointed:

Name of Director	Mr. Hemendrakumar Chamanlal Shah (DIN: 00077654)
Date of Birth	02 nd May, 1952
Age as on 04 th February, 2022	69 years
Date of first appointment as an Independent Director	20 th March, 2017
Educational Qualification	Holds a Bachelor degree in Commerce and Law, Masters in Commerce as well as qualified Cost and Management Accountant. He is also a Certified Associate of the Indian Institute of Bankers as well as a qualified Company Secretary (CS).
Experience and Expertise	Vast experience of more than 35 years in Finance, Cost & Management Accounting, Banking, Taxation Secretarial, Legal, Insurance and other related matters.
Terms and conditions of re-appointment	Re-appointment for term of Five consecutive years and shall not be liable to retire by rotation.
Shareholding in the Company as on date of re-appointment and as on date of Notice	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	NIL
Directorships held in other public Limited Companies including other Listed Companies	Independent Director in Six Companies 1. Deep Industries Limited 2. Deep Energy Resources Limited 3. Sakar Healthcare Limited 4. Prism Finance Limited 5. Optimized Solutions Limited 6. Denis Chem Lab Limited
Chairmanship/ Membership of the Committee of Board of Directors of the Company	Nomination and Remuneration Committee- Member
Chairmanship/ Membership of the Committee of the Board of Directors of other Public limited Companies	DEEP ENERGY RESOURCES LIMITED (LISTED) 1. Audit Committee - Chairman 2. Stakeholders Relationship Committee- Chairman 3 Nomination and Remuneration Committee- Member

	<p>DEEP INDUSTRIES LIMITED (Listed)</p> <p>1. Audit Committee - Chairman 2. Stakeholders Relationship Committee- Chairman 3 Nomination and Remuneration Committee- Member</p> <p>SAKAR HEALTHCARE LTD (Listed)</p> <p>Nomination and Remuneration Committee- Member</p> <p>PRISM FINANCE LIMITED (Listed)</p> <p>1. Audit Committee - Member 2. Stakeholders Relationship Committee- Chairman 3 Nomination and Remuneration Committee- Member</p> <p>OPTIMIZED SOLUTIONS LIMITED (Unlisted)</p> <p>Nomination and Remuneration Committee- Member</p>
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Registered Office & Corporate Office:
202, Dev Arc, Opp. Iskon Temple,
S.G Highway
Ahmedabad – 380 015

By Order of the Board
For Asian Granito India Limited

Date: 4th February, 2022
Place: Ahmedabad

Dhruti Trivedi
Company Secretary
Membership No. A31842