

Date: 19.07.2021

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

**Company Code: 532888**

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: 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 Thursday, 12<sup>th</sup> August, 2021 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



## 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](mailto:cs@aglasiangranito.com) | Website: [www.aglasiangranito.com](http://www.aglasiangranito.com)

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## NOTICE

Notice is hereby given that the Extra Ordinary General Meeting No. 01/2021-22 of the Members of ASIAN GRANITO INDIA LIMITED will be held on Thursday, 12<sup>th</sup> August, 2021 at 11.00 A.M. 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. 47,50,00,000/- to Rs. 65,00,00,000/- 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. 47,50,00,000/- (Rupees Forty Seven Crores Fifty Lakhs Only) consisting of 4,75,00,000 (Four Crore Seventy five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each to 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."

"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. 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 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 a Special Resolution:

Appointment of Mr. Maganlal Prajapati (DIN: 00564105) as an Independent Director:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the

Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Article of Association of the Company and the recommendation of the Board of Directors Mr. Maganlal Prajapati (holding DIN: 00564105), who was appointed as an Additional Director (Non- Executive, Independent) of the Company by the Board of Directors with effect from 26<sup>th</sup> May, 2021 and who holds office till the date of next Annual General Meeting, in terms of Section 149, 150, 152 and 161 of the Act, and in respect of whom the Company has received recommendation from Nomination and Remuneration Committee and a notice in writing from a member under Section 160 of the Act, signifying his intention to propose Mr. Maganlal Prajapati as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 26<sup>th</sup> May, 2021 to 25<sup>th</sup> May, 2026."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Maganlal Prajapati (DIN: 00564105) after he attains the age of 75 years, as an Independent Director of the Company."

3. To Consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution

Appointment of Mr. Kandarp Trivedi (DIN: 00314065) as an Independent Director:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Article of Association of the Company and the recommendation of the Board of Directors Mr. Kandarp Trivedi (holding DIN: 00314065), who was appointed as an Additional Director (Non- Executive, Independent) of the Company by the Board of Directors with effect from 26<sup>th</sup> June, 2021 and who holds office till the date of next Annual General Meeting, in terms of Section 149, 150, 152 and 161 of the Act, and in respect of whom the Company has received recommendation from Nomination and Remuneration Committee and a notice in writing from a member under Section 160 of the Act, signifying his intention to propose Mr. Kandarp Trivedi as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Non-Executive Director, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. 26<sup>th</sup> June, 2021 to 25<sup>th</sup> June, 2026."

4. To Consider and if thought fit, to pass with or without modification(s), the following resolution a Special Resolution.

To advance loan or give guarantee or provide security in connection with any loan taken by any person in whom any of the Director of the company is interested:

"RESOLVED THAT pursuant to Section 185(2) and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made there under as may be amended, from time to time and pursuant to the Regulation 23(4) of the SEBI (Listing obligations and Disclosure requirements) Regulations, 2015, and subsequent modifications/ amendments thereto as are made from time to time , consent of the members of the Company be and is hereby accorded to Board of Directors, directly or indirectly, for entering into material related party transaction to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any specified entities which is a subsidiary or associate or joint venture of the Company, any other Companies in which any of the directors of the Company is deemed to be interested upto an aggregate sum of Rs. 500 Crores (Rupees Five hundred Crores Only) in their absolute discretion deem beneficial and in the

interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, sanction and disburse the loans to any person in whom any of the directors of the Company is interested, and also to delegate all or any of the above powers to the respective committee of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

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: 14<sup>th</sup> July, 2021  
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, Item No.2, Item No.3 and Item No. 4 set out above is annexed hereto.
2. In view of the ongoing COVID-19 pandemic, the MCA has vide its General Circular No. 10/2021 dated June 23, 2021 read with 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 and SEBI 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. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.
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 and SEBI 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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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](mailto:cs@aglasiangranito.com).
  10. Only bonafide members of the Company whose names appear on the Register of Members as on 05<sup>th</sup> august, 2021 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](http://www.iepf.gov.in) and also on the website of the Company [www.aglasiangranito.com](http://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 and SEBI Circular dated 12<sup>th</sup> May, 2020 read with SEBI Circular dated 15<sup>th</sup> January, 2021, 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](http://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](mailto:info@aglasiangranito.com)/[cs@aglasiangranito.com](mailto: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. 01/2021-22 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 Monday, 09<sup>th</sup> August, 2021 and ends at 5:00 p.m. IST on Wednesday, 11<sup>th</sup> August, 2021. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of Thursday, 05<sup>th</sup> August, 2021 ('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 Thursday, 05<sup>th</sup> August, 2021. 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. Thursday, 05<sup>th</sup> August, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [ahmedabad@linkintime.co.in](mailto: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](http://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. Thursday, 05<sup>th</sup> August, 2021 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 Monday, 09<sup>th</sup> August, 2021 and ends at 5:00 p.m. IST on Wednesday, 11<sup>th</sup> August, 2021. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, 05<sup>th</sup> August, 2021 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. 5<sup>th</sup> August, 2021, 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 5<sup>th</sup> August, 2021.

*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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="657 583 1421 1150">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: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> 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 &amp; voting during the meeting.</li> <li data-bbox="657 1186 1421 1333">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="657 1369 1421 1900">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting</li> </ol>



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:info@csrajeshparekh.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto: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](mailto: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](mailto: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](mailto: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](mailto:cs@aglasiangranito.com) from August 5, 2021 (9:00 a.m. IST) to August 11, 2021 (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 dated 14<sup>th</sup> July, 2021.

Item No.1

In view of become debt free and for future expansion, 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. 47,50,00,000/- (Rupees Forty-Seven Crores Fifty Lakhs Only) divided into 4,75,00,000 (Four Crore Seventy-Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each to 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 facilitate any fund raising in future via either equity issue (either direct placement, such as QIP/ADR, or via convertible instruments, such as warrants) and/or Debt instruments etc.

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

On the recommendation of the Nomination and Remuneration Committee, The Board of Directors of the Company through circular resolution passed by them on 26<sup>th</sup> May, 2021, appointed Mr. Maganlal Prajapati as an Independent Director of the Company with effect from 26<sup>th</sup> May, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company Mr. Maganlal Prajapati will hold office upto the date of next AGM. As this being the General Meeting it is decided to appoint Mr. Maganlal Prajapati as Director in this General Meeting. The Company has received recommendation from Nomination and Remuneration Committee and a notice in writing under Section 160 of the Act from a member, proposing the candidature of Mr. Maganlal Prajapati for the office of the Independent Director, to be appointed as such, under the provisions of Section 149 of the Act.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Maganlal Prajapati as an Independent Director. The Company has received a declaration from Mr. Maganlal Prajapati that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015') or any amendment thereto or modification thereof and his appointment shall not be subject to retire by rotation.

Mr. Maganlal Prajapati is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. He is not debarred from holding office of Director by virtue of any SEBI Order or any other such authority.

In the opinion of the Board, Mr. Maganlal Prajapati fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as an Independent Director and that he is independent of the management of the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that during the course of term of appointment of Mr. Maganlal Prajapati as Independent Director, he will be attaining the age of 75 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company by way of a special resolution considering his repository of knowledge and experience of more than 3 decades in academic and having strong votary of the highest standards of corporate governance.

Copy of the draft letter of appointment of Mr. Maganlal Prajapati setting out the terms and conditions of appointment is available on the Company's website and also available for inspection by the members at the registered office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Maganlal Prajapati and his relatives is concerned or interested in this Special Resolution except to the extent of their shareholding, if any.

Additional information of Mr. Maganlal Prajapati, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standard on General Meetings (SS 2), in respect of Directors seeking appointment at the General Meeting, is annexed herewith as Annexure A.

This explanatory statement may also be regarded as a disclosure under applicable provisions of Listing Regulations.

The Board recommends this Special Resolution for your approval.

### Item No.3

On the recommendation of the Nomination and Remuneration Committee, The Board of Directors of the Company through circular resolution passed by them on 26<sup>th</sup> June, 2021, appointed Mr. Kandarp Trivedi as an Independent Director of the Company with effect from 26<sup>th</sup> June, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company. Mr. Kandarp Trivedi will hold office upto the date of next AGM. As this being the General Meeting it is decided to appoint Mr. Kandarp Trivedi as Director in this General Meeting. The Company has received recommendation from Nomination and Remuneration Committee and a notice in writing under Section 160 of the Act from a member, proposing the candidature of Mr. Kandarp Trivedi for the office of the Independent Director, to be appointed as such, under the provisions of Section 149 of the Act.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Kandarp Trivedi as an Independent Director. The Company has received a declaration from Mr. Kandarp Trivedi that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015') or any amendment thereto or modification thereof and his appointment shall not be subject to retire by rotation.

Mr. Kandarp Trivedi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. He is not debarred from holding office of Director by virtue of any SEBI Order or any other such authority.

In the opinion of the Board, Mr. Kandarp Trivedi fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as an Independent Director and that he is independent of the management of the Company.

Copy of the draft letter of appointment of Mr. Kandarp Trivedi setting out the terms and conditions of appointment is available on the Company's website and also available for inspection by the members at the registered office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Kandarp Trivedi and his relatives is concerned or interested in this Special Resolution except to the extent of their shareholding, if any.

Additional information of Mr. Kandarp Trivedi, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standard on General Meetings (SS 2), in respect of Directors seeking appointment at the General Meeting, is annexed herewith as Annexure B.

This explanatory statement may also be regarded as a disclosure under applicable provisions of Listing Regulations.

The Board recommends this Special Resolution for your approval.

#### Item No.4

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. In order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018.

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. Further as per provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI LODR"), any material related party transaction for providing any loans / guarantee / security to promoter group entity is covered under clause 2(1)(ZC) and Regulation 23 of SEBI (LODR) and other applicable provisions and the same also requires approval of shareholders.

The management is of the view that the Company may be required to deploy surplus funds, if available in its subsidiary Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required.

Full particulars of the loans given and proposed Loan, guarantee, any security to be provided in connection with any loan taken Companies in which any of the Director of the Company is interested:

Amount of Loan proposed to be given to the following parties:

Crystal Ceramic Industries Private Limited. => Not exceeding Rs. 150 Crores

Amazone Ceramics Limited => Not exceeding Rs. 50 Crores

Amount of Corporate Guarantee Proposed to be given the following parties:

Crystal Ceramic Industries Private Limited. => Not exceeding Rs. 200 Crores

Amazone Ceramics Limited => Not exceeding Rs. 25 Crores



Purpose: Principal business activities by the recipient of the loan or guarantee or security.

Rate of Interest for Loan: Minimum 8.00%

Commission for Corporate Guarantee: As may be specified by Board.

Term: As may be specified by Board.

Recovery: For Loan: As may be specified by Board.

For Guarantee and Security: As per terms and conditions of the lender bank.

Sanction of loan will be at the sole discretion of the Management from time to time. The above mentioned amount of Loan and Rate of Interest is subject to review by the management from time to time.

Members are hereby informed that pursuant to provisions of Regulation 23 of SEBI LODR, no member of the Company who is a part of promoter and promoter group shall vote on above special resolution to approve material transaction of providing loan / guarantee / security.

The Board of Directors recommend the approval of above loans/guarantees/securities given by passing of the said Special Resolution by the members of the company.

Mr. Kamleshkumar B. Patel, Mr. Mukeshbhai J. Patel, Mr. Sureshbhai J. Patel and Mr. Bhaveshbhai V. Patel and their relatives are interested in the resolution set out at Item No. 4

Save or except the above no other Director and/or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in respect of the said 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. Maganlal Prajapati (DIN: 00564105)
Date of Birth	6 <sup>th</sup> October, 1946
Age as on 14 <sup>th</sup> July, 2021	74 years
Date of first appointment as an Independent Director	26 <sup>th</sup> May, 2021
Educational Qualification	B.Sc. (Statistics), M.Sc. (Statistics), M.Phil. (Statistics),
Experience and Expertise	He is retired professor having more than 37 years of vast experience in academics.
Terms and conditions of appointment	Appointment for term of Five consecutive years and shall not be liable to retire by rotation.
Shareholding in the Company as on date of 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	NIL
Chairmanship/ Membership of the Committee of Board of Directors of the Company	1. Audit Committee- Member 2. Risk Management Committee - Member
Chairmanship/ Membership of the Committee of the Board of Directors of other Public limited Companies	NIL

Annexure B

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. Kandarp Trivedi (DIN: 00314065)
Date of Birth	4 <sup>th</sup> January, 1977
Age as on 14 <sup>th</sup> July, 2021	44 years
Date of first appointment as an Independent Director	26 <sup>th</sup> June, 2021
Educational Qualification	CA, DISA conducted by ICAI, CISA conducted by ISACA, Illinois - U.S.A
Experience and Expertise	rich experience of over 16 years in carrying out professional assignments in diverse fields in various capacities
Terms and conditions of appointment	Appointment for term of Five consecutive years and shall not be liable to retire by rotation.
Shareholding in the Company as on date of 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 two Companies 1. Amazoone Ceramics Limited 2. Crystal Ceramic Industries Private Limited (Deemed Public Limited Company).
Chairmanship/ Membership of the Committee of Board of Directors of the Company	1. Audit Committee - Chairman 2. Nomination and Remuneration Committee- Member 3. Stakeholders Relationship Committee – Member
Chairmanship/ Membership of the Committee of the Board of Directors of other Public limited Companies	<u>Amazoone Ceramics Limited</u> 1. Audit Committee - Chairman 2. Nomination and Remuneration Committee- Member <u>Crystal Ceramic Industries Private Limited</u> 1. Audit Committee - Chairman 2. Nomination and Remuneration Committee- Member

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: 14<sup>th</sup> July, 2021  
Place: Ahmedabad

Dhruti Trivedi  
Company Secretary  
Membership No. A31842