

24<sup>th</sup> August, 2022

To,  
Corporate Relations Department  
BSE Limited,  
2<sup>nd</sup> 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: Submission of Notice of 27<sup>th</sup> Annual General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice along with e-voting instruction of the 27<sup>th</sup> Annual General Meeting of the Company to be held on Friday, September 16, 2022 at 11.00 a.m. through Video Conference ("VC") / Other Audio Visual Means ("OAVM"). The Notice has been uploaded on the "investor relations" section of the website of the Company [www.aglasiangranito.com](http://www.aglasiangranito.com).

We request you to take above on your records.

Thanking You.

Yours faithfully,  
For, Asian Granito India Limited

*Dhruti*  
Dhruti Trivedi  
Company Secretary



Encl.: as above

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](mailto:info@aglasiangranito.com)  
W : [www.aglasiangranito.com](http://www.aglasiangranito.com)  
CIN : L17110GJ1995PLC027025

# Notice

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF **ASIAN GRANITO INDIA LIMITED** will be held on Friday, 16 September, 2022 at 11:00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") at the registered office of the Company situated at 202, Dev Arc, Opposite Iskon Temple, S. G. Highway, Ahmedabad, Gujarat – 380 015 to transact the following businesses:

## ORDINARY BUSINESSES

1. To receive, consider and adopt the Standalone and Consolidate Financial Statements as at 31 March, 2022 including the Audited Balance Sheet as at 31 March, 2022, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To declare dividend of ₹ 0.70/- (7%) per equity share for the financial year 2021-22.
3. To appoint a Director in place of Mr. Sureshbhai J Patel (holding DIN 00233565), director, who retires by rotation and being eligible offers himself for re-appointment.

## SPECIAL BUSINESSES:

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

**To consider and approve increase in authorised capital of the Company from ₹ 1,27,00,00,000/- to ₹ 1,40,00,00,000/- and 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 ₹ 1,27,00,00,000 /- (Rupees One Hundred Twenty Seven crores only) consisting of 12,70,00,000 (Twelve crores Seventy lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 1,40,00,00,000 /- (Rupees One Hundred Forty crores Only) consisting of 14,00,00,000 (Fourteen crores) Equity Shares of ₹ 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 ₹ 1,40,00,00,000/- (Rupees One Hundred Forty crores Only) consisting of 14,00,00,000 (Fourteen crores) Equity Shares of ₹ 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."

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

By Order of the Board of Directors

Place: Ahmedabad  
Date: 12 August, 2022

**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. 4 set out above is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has vide its circular no. 20/2020 dated 5 May, 2020 read with circular nos. 14/2020 and 17/2020 dated 8 April, 2020 and 13 April, 2020 respectively (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. MCA had vide circular no. 03/2022 dated 5 May, 2022 has allowed the Companies whose AGM are due to be held in the year 2022, to conduct their AGMs on or before 31 December, 2022 in accordance with the requirement provided in this Circular. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 27<sup>th</sup> AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the 27<sup>th</sup> AGM through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.
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 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM 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 AGM 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 AGM 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 AGM through VC/OAVM and participate thereat and cast their votes through electronic voting (“e-voting”).
5. The Members can join the AGM 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 AGM through VC/OAVM.
6. The attendance of the Members attending the AGM 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 and 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 AGM. 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 AGM will be provided by NSDL. Members of the Company holding shares as on the cut-off date i.e. 09 September, 2022, may cast their vote either by remote e-voting or e-voting system as on date of AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
8. In compliance with the MCA and SEBI Circulars, Notice of the 27<sup>th</sup> AGM along with the Annual Report 2021-22 is being sent through electronic mode only to those Members whose e-mail id is registered with the Company’s Registrar and Share Transfer Agent (“RTA”) / Depository Participants (“DPs”) as on Friday, 19 August, 2022. Members may note that the Notice of AGM and the Annual Report of the Company for the financial year 2021-22 is uploaded on the Company’s website [www.aglasiangranito.com](http://www.aglasiangranito.com) and may be accessed by the members and will also be available on the website 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. Members who have not registered their e-mail id are requested to register the same with the Company / Registrar and Share Transfer Agent (“RTA”) / respective DPs. This may be treated as an advance opportunity in terms of proviso to Rule 18 (3) (i) of the Companies (Management and Administration) Rules, 2014.
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 09 September, 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 AGM.
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 Private Limited (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. and 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 and all the relevant documents referred to in this Notice will be available for inspection electronically to the Members during the AGM. Members seeking to inspect such documents can send the e-mail id to [cs@aglasiangranito.com](mailto:cs@aglasiangranito.com) by mentioning the details of Folio No. / Client ID - DP ID wherein the shares of the Company are held by the Member(s).
14. The Board of Directors has recommended a dividend of ₹ 0.70/- per fully paid-up equity share (i.e. 7%) of ₹ 10/- each for the financial year ended on 31 March, 2022. The members holding shares on record date i.e. 10 June, 2022, will only be entitled to receive the final dividend, if approved by the members at the AGM. The dividend, once approved by the members at the AGM, will be paid within statutory time limit of 30 days, through direct credit to the bank account or send demand drafts / cheques as per permitted mode.
15. 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)

16. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. 01 April, 2020 and the Company is required to deduct income tax from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and the amendments thereof. In general, Members are requested to complete and / or update their Residential Status, Permanent Account Number ('PAN') and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company / its RTA.

A Resident individual member with PAN and who is not liable to pay Income Tax can submit a yearly declaration in Form no. 15G / 15H, to avail the benefit of non-deduction of tax at source by uploading documents on the portal of our RTA i.e. Link Intime India Private Limited. Members are requested to note that, inter-alia in case the PAN duly linked with Aadhar is not registered or declarations with requisite information are not provided, the tax will be deducted at higher rate of 20%.

Non-resident members can avail beneficial rates under tax treaty between India and their Country of residence, subject to providing necessary documents. i.e. self-attested copy of PAN Card (if available), No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F or any other documents which may be required to avail the tax treaty benefits by uploading documents on the portal of our RTA i.e. Link Intime India Private Limited.

17. Pursuant to SEBI Circular dated 03 November, 2021 read with SEBI Circulars dated 14 December, 2021 and 25 January, 2022 on Common and Simplified Norms for processing Investor's Service, the shareholders holding shares in Physical mode are mandatorily required to record their PAN, Address with PIN code, e-mail id, Mobile Number, Bank Account details, Specimen Signature and

Nomination with the Company / RTA of the Company. The salient features and requirements of the circular are as follows:

- a) **If case of Non- Updation of KYC:** Folios wherein any one of the cited details / documents, (i.e PAN, Address with PIN code, e-mail id, Mobile Number, Bank Account details, Specimen Signature and Nomination) are not available on or after 01 April, 2023, shall be frozen as per SEBI circular. The securities in the frozen folios shall be eligible to lodge any grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid. And eligible for any payment including dividend, interest or redemption payment only through electronic mode upon complying with the above stated requirements.
- b) The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circular are available on Company website as well as the website of RTA. Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook / statement attested by the bank which is mandatory for registering the new bank details.
- c) **Mandatory Linkage of PAN with Aadhaar:** As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number by 31 March, 2023. A communication in this regard was already sent to physical shareholders. Security holders who are yet to link the PAN with Aadhaar number are requested to get the same done before 31 March, 2023. Post 31 March, 2023 or any other date as may be specified by the CBDT, RTAs shall accept only valid PANs and the ones which are linked to the Aadhaar number. The folios in which PAN is / are not valid as on the notified cut-off date of 31 March, 2023 or any other date as may be specified by the CBDT, shall also be frozen.

In view of the above, we request you to submit the KYC Form, duly completed along with Investor Service Request Form (ISR) – 1 and the required supporting documents as stated in Form ISR-1 at the earliest with RTA i.e. Link Intime India Private Limited, Ahmedabad. Necessary communication through letters have been sent to all the physical shareholders in this regard on 17 February, 2022.

18. At the 24<sup>th</sup> AGM held on 30 September, 2019 the Members approved appointment of R R S & Associates, Chartered Accountants (Firm Registration No.118336W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 29<sup>th</sup> AGM. The requirement to place the matter relating to appointment of Auditors for

ratification by Members at every AGM has been done away with the Companies (Amendment) Act, 2017 with effect from 07 May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at this AGM.

19. Additional information of Mr. Sureshbhai Patel, 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 reappointment at the AGM is annexed herewith as **Annexure A**.
20. Only bonafide members of the Company whose names appear on the Register of Members 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 AGM.
21. 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.
22. (a) Considering the ongoing pandemic situation and in compliance with MCA Circular, Notice of AGM 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.
23. The Notice of AGM is available at the Company's website [www.aglasiangranito.com](http://www.aglasiangranito.com). The Notice of the AGM is also available on <https://www.evoting.nsdl.com>.
24. 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.
25. 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 Annual General Meeting No. 02/2021-22 by electronic means and the items of business given in the Notice of the AGM may be transacted through e-voting services. The facility of casting vote through e-voting system from a place other than venue of the

AGM ('remote e-voting') will be provided by National Securities Depository Limited ('NSDL').

26. The remote e-voting period commences at 09:00 a.m. IST on Tuesday, 13 September, 2022 and ends at 5:00 p.m. IST on Thursday, 15 September, 2022. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of Friday, 09 September, 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.
27. The Register of Members and Share Transfer Book of the Company will remain closed from Saturday, 10 September, 2022 to Friday, 16 September, 2022 (both days inclusive) for the purpose of AGM and to determine the list of members entitled to receive dividend, if approved by the shareholders at the AGM.
28. 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 Friday, 09 September, 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. Friday, 09 September, 2022, 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. Friday, 09 September, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
29. 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.
30. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM 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 2 working days after the conclusion of the AGM 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.

31. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
32. 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 Tuesday, 13 September, 2022 and ends at 5:00 p.m. IST on Thursday, 15 September, 2022. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 09 September, 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. Friday, 09 September, 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 Friday, 09 September, 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 09 December, 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>If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>"Beneficial Owner"</b> icon under "Login" which is available under <b>"IDeAS"</b> 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 <b>e-Voting service provider - NSDL</b> 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 and voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 <b>e-Voting service provider - NSDL</b> 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 and voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**

 App Store
  Google Play



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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> 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>
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Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile and 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.

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 <b>e-Voting service provider-NSDL</b> 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 and voting during the meeting.
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**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 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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.
3. 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 AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM 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) on or before 12 September, 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 AGM.

#### **Item No. 4:**

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 Share Capital of the Company. Hence, Directors propose to increase the Authorized Share Capital of the Company from ₹ 1,27,00,00,000/- (Rupees One Hundred Twenty Seven crores Only) consisting of 12,70,00,000 (Twelve crores Seventy lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 1,40,00,00,000/- (Rupees one hundred and forty crore only) consisting of 14,00,00,000 (Fourteen crore only) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

Pursuant to Sections 61 and 64 of the Companies Act, 2013, the consent of the Members of the Company is required to increase the Authorized Share Capital. Accordingly, the Board of Directors of the Company, vide its resolution passed at the meeting held on 12 August, 2022, has proposed to increase the Authorized Share Capital of the Company and seeks the approval of Members for the same by way of passing an Ordinary Resolution.

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, and accordingly the Board now seeks the approval of Members for the same by way of passing an Ordinary Resolution.

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.

The Board recommends this Ordinary Resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financial or otherwise, in this Ordinary Resolution except to the extent of their shareholding in the Company, if any.

## Annexure A

Information pursuant to the provisions of the SEBI (Listing Obligations 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 re-appointed:

Name of Director	Mr. Sureshbhai J Patel
Director Identification Number	00233565
Date of Birth	27 September, 1966
Age as on 12 August, 2022	56 years
Date of first appointment on Board	11 May, 2011
Qualification	Bachelor of Commerce
Brief Profile / Experience including expertise in specific functional areas	He has over 25 years of experience in ceramic industry
No. of Shares held as on 12 August, 2022	52,98,481
Terms and conditions of re-appointment	There is no change in the terms and conditions relating to appointment of Mr. Sureshbhai J Patel as Director of the Company, as approved by the members at the AGM held on 29 September, 2011.
Directorships held in other companies*	None
Directorship of listed entities from which director has resigned in the past 3 years	None
Chairman / Member of the Committees in other Companies	None
Remuneration sought and last drawn	As mentioned in the Report on Corporate Governance.
Number of meetings of the Board attended during the year.	9 out of 9
Relationship with other Directors and other Key Managerial Personnel of the Company	Brother of Mr. Mukeshbhai J Patel, Managing Director of the Company.

Note: \* excludes directorships held in Private / Foreign Companies.

\*\*The Committee of the Board of Directors includes only Audit committee and Stakeholders Relationship committee as per Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

By Order of the Board of Directors

Place: Ahmedabad  
 Date: 12 August, 2022

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