



Aro granite industries Ltd.

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Bombay Stock Exchange Limited
Floor 25, P.J.Towers
Dalal Street
Mumbai 400001

August 7, 2012

Code No.: 513729

Sub: AGM Proceedings

Dear Sir,

We are enclosing herewith a copy of the proceedings of 24th Annual General Meeting of the Company held on 28.07.2012

Thanking You

Yours faithfully
For Aro granite industries limited

A handwritten signature in black ink, appearing to be 'S. Rajagopal', written in a cursive style.

Company Secretary

Encl.: As above

CORP. OFF & WORKS :

KONERIPALLI VILLAGE, SHOOLAGIRI (VIA), HOSUR TALUK - 635 117, KRISHNAGIRI DIST. TAMIL NADU, INDIA.
TEL : 91 - 4344 - 252100 FAX : 91 - 4344 - 252217 E-mail : aro@arotile.com Web : www.arotile.com

MINUTES OF THE TWENTY-FOURTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ARO GRANITE INDUSTRIES LTD. HELD ON SATURDAY, THE 28TH JULY 2012 AT 10.30 A.M. AT LAKSHMIPAT SINGHANIA AUDITORIUM, PHD CHAMBER OF COMMERCE AND INDUSTRY, PHD HOUSE, 4/2, SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI 110016

PRESENT

a) DIRECTORS

i.	SHRI SUNIL KUMAR ARORA	MANAGING DIRECTOR
ii.	SHRI KASTURI LAL ARORA	DIRECTOR
iii.	SHRI RAHUL GUPTA	DIRECTOR
iv.	SHRI PRADEEP KUMAR JAIN	DIRECTOR

b) COMPANY EXECUTIVES

SHRI SABYASACHI PANIGRAHI COMPANY SECRETARY

c) MEMBERS

Members holding shares in about 1763 folios/demat Account (including about 44 folios/demat account by Proxy) recorded their attendance at the Annual General Meeting

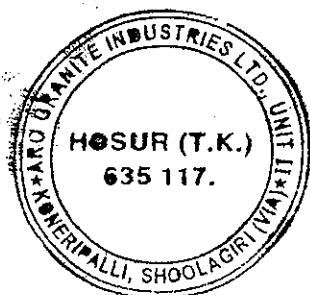
Shri Sunil K. Arora, Managing Director was elected as the Chairman for the meeting and took the chair and with the permission of the members, the notice of the meeting was taken as read. After ascertaining that the requisite quorum for the meeting was present, the chairman called the meeting to order.

The chairman welcomes the members to the Annual General Meeting & informed the members that during the year under review, the company has earned a net profit of Rs.1188/- Lacs (before Income Tax and Dividend). He stated that the decrease in the pre-tax profit is because of increase in raw material cost, interest cost, freight and other operating expenses. Despite the continuous increase in costs we have not been able to raise the prices. He also stated that the sign of the recovery in the world economy felt during the beginning of the last financial year did not stabilize fully and still slowly coming out of the recessionary impact. He also stated that the company would make all round efforts to improve the performance in future and earn sufficient surplus after meeting all its expenses. He also briefed the members present about the current workings of the Company & its future plan, the current economic scenario of the Country. Thereafter he proceeded to take up the resolutions one by one.

❖ Shri Narinder K Bhatia proposed & Shri Ashok Kumar Gupta seconded that the following resolution be adopted as ordinary resolution.

"Resolved that the Profit & Loss Account for the year ended 31st March, 2012 & the Balance Sheet as on that date and the report of the Directors and Auditors thereon along with the addendum to Auditors Report be & is hereby adopted."

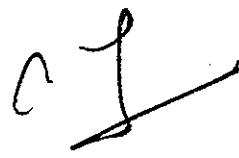
On being put to vote, the resolution was adopted unanimously.



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For Aro Granite Industries Ltd.


Company Secretary



- ❖ Shri Kulvinder Singh proposed and Shri J.K.Gupta seconded that the following resolution be adopted as ordinary resolution.

"Resolved that pursuant to the recommendations made by the Board of Directors of the company, a dividend of Re.1.00p per equity share of the company be & is hereby declared out of the current profits of the company for the year ended 31st March, 2012".

"Resolved further that such dividend shall be paid to all those shareholders whose names appear on the Register of Members on 28.07.2012.

On being put to vote the resolution was adopted unanimously.

- ❖ Shri N.P.Singh proposed & Shri Om Prakash Chand seconded that the following resolution be adopted as an ordinary resolution.

"Resolved that Shri Kasturi Lal Arora who retires by rotation & being eligible for reappointment, be & is hereby re-appointed as a Director of the company".

On being put to vote the resolution was adopted unanimously.

- ❖ Sh. B R Nayyar proposed & Shri Sanjay Kathpal seconded that the following resolution be adopted as ordinary resolution.

"Resolved that Smt. Sujata Arora who retires by rotation & being eligible for reappointment, be & is hereby re-appointed as a Director of the company".

On being put to vote the resolution was adopted unanimously.

- ❖ Sh. H.S.Sahni proposed & Shri Rajesh Garg seconded that the following resolution be adopted as ordinary resolution.

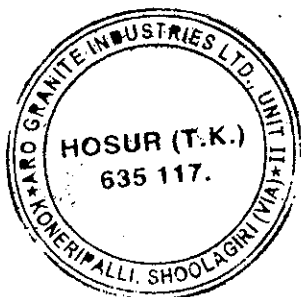
"Resolved that Shri. Pradeep Kumar Jain who retires by rotation & being eligible for reappointment, be & is hereby re-appointed as a Director of the company".

On being put to vote the resolution was adopted unanimously.

- ❖ Shri Murlidhar Talreja proposed & Shri Prem Chachra seconded that the following resolution be adopted as an ordinary resolution.

"Resolved that pursuant to the provisions of Section 224 of the Companies Act 1956 M/s Alok Mittal & Associates, Chartered Accountants, New Delhi be and are hereby appointed Auditors of the Company from the conclusion of the 24th Annual General Meeting upto the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company"

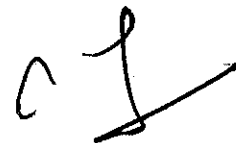
On being put to vote the resolution was adopted unanimously.



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For Aro Granite Industries Ltd.


Company Secretary



- ❖ Shri D.D.Sardana proposed & Shri M.M.Malhotra seconded that the following resolution be adopted as Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 314(1B) and other applicable provisions, if any, of the Companies Act 1956 or any statutory modification or re-enactment thereof, consent of the Company be and is hereby accorded to Mr. Sahil Arora, a relative of Shri Kasturi Lal Arora, Smt. Sujata Arora, Directors and Shri Sunil K. Arora, Managing Director of the Company, to hold an office or place of profit as Corporate Head- Marketing of the Company for a period of 5 years with effect from the date of approval by the members in the ensuing Annual General Meeting of the Company on a monthly remuneration not exceeding Rs. 2,50,000/- with such increments as may be decided by the Board, provided that the total monthly remuneration payable to Mr. Sahil Arora does not exceed Rs. 2,50,000/-

"RESOLVED FURTHER THAT Shri Sunil K. Arora, Managing Director, Shri Kasturi Lal Arora, Director and Shri Sabyasachi Panigrahi, Company Secretary of the Company be and are hereby authorized severally to sign, file all forms, documents, papers etc. with the Registrar of Companies/ Ministry of Corporate Affairs and to do all such acts, deeds, and things to give effect to the above resolution".

On being put to vote the resolution was adopted unanimously.

- ❖ Shri Ajay Khurana proposed & Shri Bharat Bhushan Goyal seconded that the following resolution be adopted as Special Resolution.

"RESOLVED THAT in supersession of the resolution passed by the Company with respect to the borrowing powers of the Board of Directors, consent of the Company be and is hereby accorded and it shall always be deemed to have been so accorded pursuant to section 293(1)(d) and all other applicable provisions, if any, of the Companies Act 1956 or any statutory modification or re-enactment thereof to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) borrowing moneys (apart from temporary loans from time to time obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid up capital of the Company and its free reserves, (that is to say, reserves not set apart for any specific purpose), as the Board may from time to time deem necessary for the purpose of the Company provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed in the aggregate Rs. 200 Crores (Rupees Two Hundred Crores)

On being put to vote the resolution was adopted unanimously.

- ❖ Shri Chetan Chadha proposed & Shri S.S.Alag seconded that the following resolution be adopted as Special Resolution.

"RESOLVED that consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification or re-enactment thereof, to mortgaging and/or charging by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees, all the immovable and movable properties, present and future, wheresoever situated, to or in favour of any Financial



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For Aro Granite Industries Ltd.

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Company Secretary

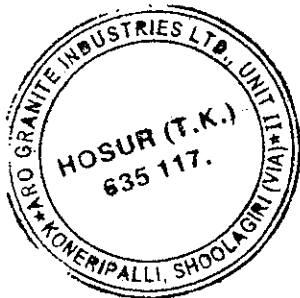
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Institutions, Banks and other lending Institutions or Funds, Trustees for Debentures, to secure their respective Rupee and Foreign Currency Loans or other financial assistance lent, granted and advanced or agreed to be lent, granted and advanced to the Company or the Debentures, Bonds or other Financial Instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions/Banks/Funds, or any other persons, of such amount or amounts not exceeding Rs.200 Crores in the aggregate on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Trustees, costs, charges and other monies payable by the Company to respective Financial Institutions, Banks and other lending Institutions and Debentureholders and/or Trustees under the Loan/ Subscription Agreement(s) entered into/ to be entered into by the Company in respect of the said Term Loans, Debentures or other Financial Instruments or assistance.

RESOLVED FURTHER that the Board be and is hereby authorised to finalise with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees, the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution."

On being put to vote the resolution was adopted unanimously.

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



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For Aro Granite Industries Ltd.
[Signature]
Company Secretary

[Signature]
Sunil K Arora
CHAIRMAN