

**MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ARO GRANITE INDUSTRIES LTD. HELD ON MONDAY, THE 21<sup>ST</sup> OCTOBER 2013 AT 10.00 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

- |                            |                   |
|----------------------------|-------------------|
| 1. SHRI SUNIL KUMAR ARORA  | MANAGING DIRECTOR |
| 2. SHRI KASTURI LAL ARORA  | DIRECTOR          |
| 3. SHRI RAHUL GUPTA        | DIRECTOR          |
| 4. SHRI PRADEEP KUMAR JAIN | DIRECTOR          |

b) COMPANY EXECUTIVES

- |                              |                   |
|------------------------------|-------------------|
| 1. SHRI SABYASACHI PANIGRAHI | COMPANY SECRETARY |
|------------------------------|-------------------|

c) MEMBERS

Members holding shares in about 873 folios/demat Account (including about 28 folios/demat account by Proxy) recorded their attendance at the Extra-ordinary 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 Extra-ordinary General Meeting. Then he apprises the members about the company's journey during last 25 years, its achievements and the present standing of the Company in the industry. The he extended his sincere thanks to the members for their long standing support. Thereafter he proceeded to take up the resolution.

- Shri Madan Mohan Malhotra proposed & Shri Murlidhar Talreja seconded that the following resolution be adopted as Special Resolution.

**"RESOLVED THAT**

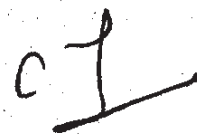
- a) pursuant to the applicable provisions of the Companies Act 2013, Articles of Association of the Company and subject to the guidelines issued by the Securities and Exchange Board of India (SEBI) or any statutory modification(s) or re-enactment(s) thereof and subject to such other consents, approvals, permissions and sanctions of appropriate authorities as may be necessary and further subject to such terms, conditions, alterations, modifications, changes and variations as may be prescribed by such authorities while according such consents, approvals, permissions and sanctions and agreed to by the Board of Directors of the Company, the Board of Directors of the Company (hereinafter referred to as "Board" which shall be deemed to include any Committee thereof which the Board of Directors may constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to capitalize upto Rs. 5,10,00,000/- (Rupees Five Crores Ten Lacs Only) out of the 'Reserve and Surplus' and transfer to Share Capital Account towards issue and allotment of Equity Shares not exceeding 51,00,000/- Equity Shares of Rs. 10/- each, as Bonus Shares credited as fully paid-up to Members of the Company holding Equity Shares of Rs. 10/- each whose names stand on the Register of Members of the Company as on the Record Date to be fixed for the purpose in the proportion of 1(One) New Fully Paid-up Equity Share of Rs. 10/- each for every 2(Two) Equity Shares of Rs. 10/- each held as on the said Record Date and that the bonus shares so issued and allotted be treated for all purpose as an increase of the nominal amount of the Equity Capital of the Company held by each such member and not as an income.

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For Aro Granite Industries Ltd.

  
Company Secretary



- b) the new Equity Shares of Rs. 10/- each to be allotted as Bonus Share shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the then existing Equity Shares of the Company notwithstanding the date or dates of allotment thereof including entitlement to payment of dividend, if declared for the financial year in which the Bonus Shares are allotted.
- c) no letter of Allotment shall be issued to the allottees of the Bonus Shares and that the share certificates in respect thereof shall be issued and despatched to the allottees holding the existing shares in physical form and the Bonus Shares will be credited to the demat accounts of the allottees who are holding the existing shares in the dematerialised form.
- d) no fractional certificates shall be issued in respect of any fractional entitlement, but that the new Equity Shares in respect such fractions shall be consolidated and allotted to any person(s) appointed by the Board on the express understanding that such person(s) shall sell the new shares so allotted at such price(s) to such person(s) as they may think fit, as soon as practicable and pay to the Company the net sale proceeds (after deducting all expenses, if any, incidental to the sale) shall be distributed by the Company pro rata amongst the members entitled thereto.
- e) the allotment and sale of the fully paid new Equity Shares as Bonus Shares and the payment of fractional entitlements to the extent they relate to non-resident members of the Company shall be subject to approval of the Reserve Bank of India under Foreign Exchange Management Act 1999.
- f) for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the new Equity Shares."

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.

  
Sunil K Arora  
CHAIRMAN  
21/10/2013

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For Aro Granite Industries Ltd.

  
Company Secretary