

## **Aro granite industries ltd.**

Regd. Office: S-16, Second Floor, Green Park Extension, New Delhi 110016

### **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the Members of the Company will be held on Monday, 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 110 016, to transact the following business.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a 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.
- 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.

Date: 18.09.2013  
Place : New Delhi

For and on behalf of the Board

(Sunil K Arora)  
Managing Director



**NOTES:**

1. The relevant Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the business set out in this Notice is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote on a poll, to vote instead of himself. The proxy need not be a member of the company. Proxies, in order to be effective must be received at the Registered Office of the Company not less than forty-eight hours before the meeting.**

**STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

Taking into account the better performance and stable financial position of the Company, the Board of Directors of the Company at its meeting held on 18<sup>th</sup> September 2013 approved that a sum of not exceeding Rs. 5,10,00,000 (Rupees Five Crores Ten Lacs Only) be drawn from the "Reserve and Surplus" of the Company and capitalise 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 the members holding equity shares on the Record Date to be fixed for the purpose, subject to approval of the Shareholders. The Bonus Shares will be issued in the proportion of 1 (One) new Equity Shares for every 2(Two) equity shares held on the specified date. The said bonus shares shall rank pari-passu with the then existing equity shares. The Board recommends the resolution for the approval of the shareholders by way of Special Resolution.

The Directors of the Company and their relatives and the Companies, Bodies Corporate and Trusts in which the Directors are Directors or Members or beneficiaries, may be deemed to be concerned or interested in the resolution to the extent of Bonus shares that may be allotted in respect of the existing shares held by them or Companies, Bodies Corporate or Trusts of which the Directors of the Company are directors, members or beneficiaries as detailed hereunder:

Sl. NO.	Name of the Directors/KMPs	Related to Directors mentioned at Sl. No.	Existing Shareholding	Bonus Entitlement*
<b>DIRECTOR</b>				
1	Sunil K Arora, MD			
2	Sujata Arora		3246210	1623105
3	Kasturil Lal Arora		399048	199524
4	Pradeep Kumar Jain		254917	127458.50
5	Dinesh Chandra Kothari		103125	51562.50
6	Rahul Gupta		NIL	NIL
			NIL	NIL
<b>RELATIVES</b>				
7	Sudershan Arora			
8	Sahil Arora	3	124402	62201
9	Shivani Arora	1	75000	37500
10	Ravi Arora	1	75000	37500
11	Geeti Arora	3	922	461
12	Aman Arora	3	900	450
13	Pradeep Kumar Jain(HUF)	3	22	11
14	Vinod Kumari Jain	4	120445	60222.50
15	Sujata Jain	4	87463	43731.50
16	Samrat Jain	4	118126	59063
17	Adishawar Lal Jain & Sons(HUF)	4	75943	37971.50
18	A L Jain Overseas Pvt. Ltd.	4	9235	4617.50
19	Sabyasachi Panigrahi, Company Secretary	4	25494	12747
			NIL	NIL

\*Subject to approval of the shareholders at the Extra Ordinary General Meeting

For and on behalf of the Board

Place: New Delhi  
Date: 18.09.2013

(Sunil K Arora)  
Managing Director

## Aro granite industries ltd.

S-16, Second Floor, Green Park Extension, New Delhi-110016 (India)

### Attendance slip

NAME:

FOLIO NO/CLIENT ID

ADDRESS

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company at LakshmiPat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi 110016 on Monday, the 21<sup>st</sup> October 2013 at 10.00 A.M.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

#### Note:

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. **REFRESHMENTS WILL BE GIVEN TO THOSE MEMBERS WHO ARE PERSONALLY PRESENT AND PROXY HOLDERS.**
3. THIS ATTENDANCE SLIP IS VALID ONLY IN CASE SHARES ARE HELD ON THE DATE OF MEETING
1. **No brief case, transistors, bag, tiffin box, camera, food packets, bottles are allowed inside the auditorium. Smoking, drinking and eating is strictly prohibited inside the auditorium.**

### PROXY FORM

## Aro granite industries ltd.

S-16, Second Floor, Green Park Extension, New Delhi-110016 (India)

I/We----- of-----

in the district of-----being a member/members of Aro granite industries ltd.

hereby appoint-----in the district of-----

or failing him-----in the district of-----

as my/our proxy to attend and vote for me/us on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Monday, the 21<sup>st</sup> October 2013 at 10.00 A.M. and any adjournment thereof.

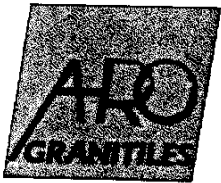
As witness my/our hand(s) this\_\_\_\_\_ day of\_\_\_\_\_ 2013 Signature by the said\_\_\_\_\_

Please Affix  
Revenue Stamp

#### Note:

1. The proxy need NOT be a member.
2. The proxy form signed across the revenue stamp should reach the Company's Registered Office not less than 48 hours before the scheduled time of meeting.
3. Please fill in full particulars.
4. Company reserves the right to ask for identification of the proxy.
5. Proxy cannot speak at the meeting or vote on a show of hands.

**BOOK-POST**



*If undelivered, please return to:*

**Aro granite industries ltd.**

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Green Park Extension,  
New Delhi 110016