



Aro granite industries ltd.

(CIN: L74899DL1988PLC031510)

Regd. Office: 1001, 10th Floor, DLF Tower 'A', Jasola, New Delhi - 110025

Phone: 011-41686169, Fax: 011- 26941984

Website: www.arotile.com, E-mail:investorgrievance@arotile.com

Notice

NOTICE is hereby given that the 27th Annual General Meeting of the members of **ARO GRANITE INDUSTRIES LIMITED** will be held on Friday, the 11th September 2015 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 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the financial year ended 31st March 2015 and the Reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Kasturi Lal Arora, who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit to pass, with or without modification(s), the following as Ordinary Resolution

"RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act 2013 (the Act) and the Companies (Audit and Auditors) Rules 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, the Company hereby ratifies the appointment of M/s Alok Mittal & Associates, Chartered Accountants, New Delhi (Firm Registration No. 005717N), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the twenty-eighth Annual General Meeting to be held in the year 2016 and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March 2016 as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration as may be agreed upon between the Auditors and the Board of Directors".

AS SPECIAL BUSINESS

5. To consider and, if thought fit to pass, with or without modification(s), the following as Ordinary Resolution

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. K. Raghavendra Acharya (DIN 06923476) who was appointed as an Additional Director of the Company with the designation Executive Director pursuant to the provisions of Section 161 of the Companies Act 2013 and who hold the office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act 2013 proposing the candidature of Mr. K. Raghavendra Acharya for the office of Director, be and is hereby appointed as a Director of the Company with the designation Executive Director and whose period of office shall not be liable to determination of retirement of Directors by rotation".

6. To consider and, if thought fit to pass, with or without modification(s), the following as Ordinary Resolution

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the appointment of Shri K Raghavendra Acharya (DIN 06923476) as Wholetime Director of the Company with the designation of Executive Director for a period of three years with effect from 01st November 2014 be and is hereby approved on the terms and remuneration as set out in the explanatory statement annexed hereto which shall be deemed to form part hereof, and in the event of inadequacy or absence of profits under section 198 of the said Act in any financial year or years, the remuneration comprises of salary, perquisites, allowances and benefits as approved herein be paid as minimum remuneration to the said Executive Director for a period not exceeding three years in the aggregate subject to requisite approval under the said Act"

"RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and are hereby authorised to vary and/or revise the terms and conditions of appointment including remuneration of the said Executive Director within the overall limits approved herein and settle any question or difficulties in connection with therewith or incidental thereto without any further approval of the Company in general meeting".

7. To consider and, if thought fit, to pass with or without modification(s), the following as Ordinary Resolution

"RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment there of for the time being in force) read with Schedule IV to the Companies Act 2013 and Clause 49 of the Listing Agreement Ms. Vanita Sood (DIN 06926832), Director of the Company in respect of whom the Company has received a notice in writing pursuant to the provisions of Section

160 of the Companies Act 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years with effect from 31st October 2014".

8. To consider and ,if thought fit, to pass with or without modification(s), the following as Ordinary Resolution

"RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment there of for the time being in force) read with Schedule IV to the Companies Act 2013 and Clause 49 of the Listing Agreement Mr. Kanwaljit Singh (DIN 01388140), Director of the Company in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years with effect from 25th April 2015".

9. To consider and, if thought fit, to pass, with or without modification(s), the following as Special Resolution:

"RESOLVED that pursuant to provisions of Revised Clause 49(VII) of the Listing Agreement, entered into with the Stock Exchanges (including any statutory modification(s) or amendments or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to the Material Related Party Transactions estimated / to be entered into and to be carried out in the ordinary course of business and at arm's length price with Aro Granite International Inc, U.S.A. a 'Related party' as defined under Section 2(76) of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement for export of granite tiles and slabs for an amount aggregating upto Rs 50.00 Crores in any financial year".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and executive such documents/ deeds/ writings/ papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company"

For & on behalf of the Board

Place: Hosur
Date: 18th July, 2015

(Sunil K. Arora)
Managing Director

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
3. The Share Transfer Books and Register of Members of the Company shall remain closed from **05.09.2015 to 11.09.2015** (Both days inclusive).
4. The Dividend @ 10% (Re. 1/- per Equity Share of Rs. 10/- each) as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid to those Members whose name shall be borne on the Company's Register of Members on 11.09.2015 or to their mandatees. In respect of the shares held in dematerialised form, dividend will be paid on the basis of details of beneficial ownership to be received from the Depositories for the purpose.
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically
6. **Voting through electronic means (E-Voting)**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). E-voting is optional.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 08th September 2015 at 10.00 a.m. and ends on 10th September at 05.00 p.m. During this period shareholders of the Company holding shares either in physical form or in dematerialised form as on cut off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) The shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat hareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "**SUBMIT**" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the **Aro granite industries Ltd.** On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the Captcha code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to

www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Any person who acquires shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e 04th September 2015 may follow the same instructions as mentioned above for e-voting.
- (xx) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut off date of 4th September 2015**.
- (xxi) Ms. Latika Jetley, Practising Company Secretary (CP No. 3074.) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witness not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxiii) The Results shall be declared after the AGM of the Company. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.arotile.com and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company.
- (xxiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
7. Brief resume of Shri Kasturi Lal Arora, whose appointment as Director liable to retire by rotation (proposed at Item No. 3) is given hereunder:

Shri Kasturi Lal Arora is commerce graduate of 1953 batch from University of Delhi having more than 50 years of in construction material business, marketing activities and vast knowledge & experience in granite industry. He does not hold any other directorship. He holds 382375 (2.5) Equity Shares in the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No 5

Pursuant to provisions of section 161 of the Companies Act 2013, Mr. K. Raghavendra Acharya (DIN 06923476) was appointed as an Additional Director of the Company with the effect from 31st October 2014. Accordingly Mr. K. Raghavendra Acharya would hold office up to the date of this Annual General Meeting. A notice has been received from a Member of the Company proposing his candidature for being appointed as a Director of the Company with the designation Executive Director, and whose period of office shall not be liable to determination of retirement of Directors by rotation.

K. Raghavendra Acharya, aged 48 years, is a Commerce Graduate from Bangalore University having done Post Graduation in Foreign Trade Management from International Institute of FTM affiliated to Bangalore University (IIFTM). He has a total professional experience over 23 years in the Granite industry in the field of International Sales & Procurement under the Management Cadre. Has handled the overseas sales operations and have travelled extensively around the globe in promotion of the natural Granite Slabs and Tiles. With professional experience behind, he has also been carrying out the job of procuring overseas natural granites/ Quartzite in the block form from different parts of the world.

None of the Directors except Mr. K. Raghavendra Acharya or their relatives or Key Managerial person or their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly in respect of proposed resolution.

Item No 6

Pursuant to provisions of section 161 of the Companies Act 2013, Mr. K. Raghavendra Acharya (DIN 06923476) was appointed as an Additional Director of the Company with the effect from 31st October 2014. Subsequent the Board of Directors had appointed him as a Wholtime Director of the Company with the designation Executive Director for a period of three years with effect from



01.11.2014 subject to the approval of the shareholders in the ensuing Annual General Meeting on the following terms of remuneration as approved/recommended by the Nomination and Remuneration Committee of Directors subject to requisite approvals, under the said Act. The resolution is accordingly recommended as Ordinary Resolution for the approval of the shareholders of the Company

- A. **Salary:** Basic Salary of 55000/- per month with such increments as may be decided by the Board/Nomination and Remuneration Committee of the Directors of the Company from time to time in the Salary grade of Rs. 55,000-5500- 66,000 per month.
- B. **Perquisites, allowances and benefits:** Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof Conveyance allowance, Education allowance, Children Education Allowances, Uniform Maintenance Allowances, Books & Magazine Allowances, Medical Reimbursement and Special Allowance. Premium on personal accident insurance, car(s) with driver, telephone etc., and other perquisites, allowances and benefits as per the schemes, policies and the rules of the Company as applicable from time to time subject to any change as may be decided by the Board/ Nomination and Remuneration Committee of the Directors of the Company. The perquisites shall be evaluated as per the actual cost or Income tax Rules, as applicable.
- C. Contribution to Provident Fund as per rules of the Company.
- D. Gratuity at the rate of 15 days Salary for each completed year of service.
- E. Encashment of unavailed leave as per rules of the Company.
- F. The Board or the Nomination and Remuneration Committee thereof may, from time to time, increase, or vary the salary range, subject to the overall ceiling prescribed under the Companies Act, 2013.
- G. In the event of inadequacy or absence of profits under Section 198 of the Companies Act, 2013 in any financial year or years, the Executive Director of the Company shall be entitled to such remuneration as he may be then drawing, as specified in paras A and B above, as minimum remuneration and be also entitled to perquisites mentioned in paras C, D and E above.

None of the Directors except Mr. K. Raghavendra Acharya or their relatives or Key Managerial person or their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly in respect of proposed resolution.

Item No. 7

Pursuant to provisions of section 161 of the Companies Act 2013, Ms Vanita Sood (DIN 06926832) was appointed as an Additional Independent Director of the Company with the effect from 31st October 2014. Accordingly Ms. Vanita Sood would hold office up to the date of this Annual General Meeting. A notice has been received from a Member of the Company proposing her candidature for being appointed as a Director of the Company.

Vanita Sood is an academic consultant with XSEED Education. XSEED is an integrated curriculum and professional development program to improve the quality of teaching and learning in schools and has been featured in the MIT Innovations Journal. At XSEED, she is committed to working towards building a positive transformation in the way that teacher teaches and students learn with great focus on experiential learning. Prior to this, she worked for International NGO, Education Development Centre developing technology tools for teaching and training for the various State Governments in India. She also worked with a leading newspaper of Bangalore, as their consultant for their program, Deccan Herald in education. Vanita started her career with Educomp Pvt Ltd where she worked as a content developer and teacher trainer to re-skill the teachers to bring in quality in education. Vanita completed her Masters degree in Science and her B.Ed from Bangalore University.

Ms Vanita Sood has given requisite declaration that she meets the criteria of Independence as prescribed both under section 149(6) of the Companies Act 2013 and has give her consent to act as an Independent Director of the Company. Ms Vanita Sood is also not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013. In the opinion of the Board Ms Vanita Sood fulfills the conditions of her appointment as an Independent Director of the Company specified in the Act and Rules made thereunder. Ms Vanita Sood being eligible and offering herself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term up to 30th October, 2019."

None of the Directors except Ms. Vanita Sood or their relatives or Key Managerial person or their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly in respect of proposed resolution.

Item No. 8

Pursuant to provisions of section 161 of the Companies Act 2013, Mr Kanwaljit Singh (DIN 01388140) was appointed as an Additional Independent Director of the Company with the effect from 25th April 2015. Accordingly Mr Kanwaljit Singh would hold office up to the date of this Annual General Meeting. A notice has been received from a Member of the Company proposing his candidature for being appointed as a Director of the Company.

Kanwaljit Singh is the founder of Fireside Ventures, a family office fund focusing on early stage consumer businesses. He has over 28 years of experience in the areas of venture investing, marketing and business development across multiple sectors in India. Prior to Fireside, Kanwal was a co-founder and Senior Managing Director of Helion. In the past 15 years as an investor he has invested in and

been closely involved with several marquee companies and brands like Paper Boat, Yepme.com, Lifecell, ID Special, Mast Kalandar, Hokey Pokey, Fashionara, YLG and Simplilearn etc. Prior to Helion, Kanwal spent four years as a director and co-head of The Carlyle Group's India venture operations. Before this, he worked as Head of Marketing for Intel South Asia. He joined Intel from Hindustan Unilever Ltd. where he spent over 10 years in various functions including sales, marketing and product innovation. Kanwal has a Bachelor's degree in Electrical Engineering from Punjab University and an MBA in marketing and finance from the Faculty of Management Studies, New Delhi.

Mr Kanwaljit Singh has given requisite declaration that he meets the criteria of Independence as prescribed both under section 149(6) of the Companies Act 2013 and has give his consent to act as an Independent Director of the Company. Mr Kanwaljit Singh is also not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013. In the opinion of the Board Mr Kanwaljit singh fulfills the conditions of his appointment as an Independent Director of the Company specified in the Act and Rules made thereunder. Mr Kanwaljit Singh being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term up to 24th April, 2020."

None of the Directors except Mr. Kanwaljit Singh or their relatives or Key Managerial person or their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly in respect of proposed resolution.

Item No 9

As a part of its regular business, the Company exports granite tiles and slabs to Aro Granite International Inc, U.S.A. a company promoted by relatives of the promoters Shri Sunil K Arora, Shri Kasturi Lal Arora. The Audit Committee in its meeting held on 18th July 2015 has reviewed and after due consideration, accorded its omnibus approval for the estimated transaction value for an amount aggregating upto Rs 50.00 Crores in any financial year. Aro Granite International Inc, U.S.A. is a related party as per the definition under section 2(76) of the Companies Act 2013 and clause 49 of the Listing Agreement entered into the Stock Exchanges. The Securities and Exchange Board of India (SEBI) vide Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 has amended Clause 49 (VII) of the Equity Listing Agreement with effect from October 1, 2014. Under the said amendment, all Related Party Transactions (RPTs) shall require approval of the shareholders by a special resolution. The said amendment further provides definition of the term "Material" as follows:

"A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual turnover as per the last audited financial statements of the company."

As per the aforesaid provisions, based on past trend, the transactions as described above are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company(2014-15) and may exceed the materiality threshold as prescribed under Clause 49. Thus, in terms of Clause 49, these transactions would require the approval of the members by way of a Special Resolution.

As per Clause 49(VII) of the Listing Agreement, all entities falling under the definition of related parties shall abstain from voting on the resolution and accordingly, the promoters will not vote on Item No. 9.

Particulars	Information
Name of the Related Party	Aro Granite International Inc, U.S.A.
Nature of Relationship	Company promoted by relatives of the promoters Shri Sunil K Arora, Shri Kasturi Lal Arora
Name of Director(s) or Key Managerial Personnel who is related	Shri Sunil K Arora, Shri Kasturi Lal Arora and Smt Sujata Arora
Nature and particulars of transactions with Aro Granite International Inc, U.S.A.	Export of granite tiles and slabs. These transactions are in the ordinary course of business and are on arm's length basis.
Material terms of the transactions	Transactions are in the ordinary course of business and on arm's length basis.
Estimated monetary values of such Related Party Transactions	For an amount aggregating upto Rs 50.00 Crores in any financial year.
Whether the transactions have been approved by the Audit Committee	The proposed Related Party Transactions(RPTs) are in accordance with the RPT policy of the Company.
Any other information relevant or important for the members to make a decision on the proposed transactions	None

The proposed RPTs are in the ordinary and normal course of business and on Arms' Length basis and play a significant role in the Company's business operations and accordingly the Board recommends the Special resolution set forth in item No. 9 of the Notice for the approval of the Members in terms of Clause 49(VII)(E) of the Listing Agreement.

None of the Directors or Key Managerial Personnel of the Company except Mr. Sunil K Arora, Shri Kasturi Lal Arora, Sujata Arora and their relatives may be deemed to be concerned or interested, directly or indirectly, in this Resolution.

The Members' approval is solicited for the resolution at Item No. 9 of the accompanying Notice as Special Resolution. Your Board recommends the Resolution for your approval.



FOR THE ATTENTION OF THE SHAREHOLDERS

1. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Annual General Meeting.
2. Please check the pin code in the address slip printed on the envelop and advise correction, if any therein. Also please do indicate the pin code number of your delivery post office while notifying change in your address to the Company where shares are held in physical form.
3. Transferee(s) seeking transfer of shares in physical form should furnish copy of PAN card to the Company/RTA for registration of transfers.
4. Shareholder having multiple folios are requested to write to the Company for consolidation of the Folios to save the administrative or servicing costs.
5. Requests for transfer of Shares and related correspondence should be addressed to the Company's **Registrar & Share Transfer Agent M/s Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi 110055**. The shareholder may approach their Depository Participant for getting their shares dematerialised and in respect of the shares already held in dematerialised mode for registration of change in their addresses, bank mandates and nominations etc. For any further clarifications and other matters kindly write to the **Company Secretary at 1001, 10th Floor, DLF Tower A, Jasola, New Delhi 110025 or E mail: investorgrievance@arotile.com**. Please quote your folio no/DP ID/Client ID or numbers of shares for prompt attention.
6. The Members are requested to furnish to the Company their Bank particulars to enable the Company to directly credit the dividend amount in their Account through **Electronic Clearing Services**. Members are also requested to advise details of their Bank account i.e. name and address of their Bank, Account No. and name of account Holder(s) for printing on the Dividend Warrants to avoid fraudulent encashment thereof.
7. **Transfer of Unclaimed Dividend to Investor Education and Protection Fund:** Pursuant to Section 125 of the Companies Act 2013, the unclaimed dividend for financial year ended 31.03.2008 will be transferred to the Investor Education and Protection Fund. It may be noted that no claim shall be lie against the IE&PF or the Company after transfer of the unclaimed/unpaid dividend to the IE&PF. Therefore those shareholders who have not yet encashed the dividend warrants may write to the Company for revalidation/issue of fresh dividend warrants quoting their folio no/DP ID/Client ID. Shareholders who have not encashed their dividend warrants for the financial years 2008-09 to 2013-14 are requested to send the same for revalidation to the Company at the address given at point No. 5 above.
8. **Nomination:** Pursuant Section 72 of the Companies Act.2013 individual Shareholders holding shares in the Company singly or jointly may nominate an individual to whom all the rights in the shares in the Company shall vest in the event of death of the sole/all joint Shareholders.
9. **Dematerialisation of Share and Liquidity:** Members may in their own interest consider dematerialisation of their shareholding in the Company held in physical form through their respective Depository Participants with one of the Depositories, namely, NSDL and CDSL. Company's ISIN No. is INE210C01013.
10. Pursuant to Section 101 of the Companies Act 2013 and the Rules made there under, the Company is permitted to send various notice/documents under the Companies Act 2013, to its shareholders, through electronic mode. We request to Members to support this initiative and register their E-mail addresses in respect of shares held in: (1) dematerialised mode, with their Depository Participants; and (2) physical mode with Alankit Assignments Limited (RTA). Please quote the following particulars in the E-mail Registration Request: Folio No./DP ID –Client ID, PAN, Name (s) of Registered Holder(s), Address, Telephone and E-mail Address (to be registered for sending future communications through E-mail) and send the same under your signature(s).
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

Green Initiative in Corporate Governance: Register E-mail Address

The Ministry of Corporate Affairs has now permitted companies to send various notices/documents under the Companies Act, 2013, to its shareholders, through electronic mode. We request the Members to support this initiative and register their E-mail addresses in respect of shares held in: (1) dematerialized mode, with their Depository Participants; and (2) physical mode with Alankit Assignments Ltd. (RTA). Please quote the following particulars in the E-mail Registration Request : Folio No./DPID-Client ID, PAN, Names (s) of Registered Holder(s), Address, Telephone and E-mail Address (to be registered for sending future communications through E-mail) and send the same under your signature(s)

Map of AGM Venue

