



# Aro granite industries Ltd.

Regd. Office : 1001, 10th Floor, DLF Tower A, Jasola, New Delhi - 110 025  
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## POSTAL BALLOT NOTICE

**(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of Companies (Management & Administration) Rules, 2014).**

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings ("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, it is proposed to seek the consent of the members ("Members") of **ARO GRANITE INDUSTRIES LIMITED** ("Company"), for the resolution appended below, through Remote Electronic Voting ("E-Voting") only. An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended, Pursuant to Rule 22(5) of the Rules.

The Board of Directors ("Board") in its meeting held on Wednesday, 4th February, 2026 has appointed M/s. S Panigrahi & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot and E-Voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose. Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a Company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025 read with General Circular No. 09/2024 dated September 19, 2024 and other connected circulars issued in this regard ("MCA Circulars") issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable provisions of the Act, rules, circulars and

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CIN : L74899DL1988PLC031510





notifications issued thereunder, that the resolution appended below is proposed to be passed by the shareholders of the Company through postal ballot by remote e-Voting process ("E-Voting"). The requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote E-Voting is being initiated to transact business(es) as set out in this Notice. The Company has engaged CDSL for facilitating the remote e-voting system.

The remote e-voting period commences on Monday, February 23, 2026 (09:00 A.M. IST), and ends on Tuesday, March 24, 2026 (05:00 P.M. IST). The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday, February 13, 2026 ("Cut-off Date"). Notice of the Postal Ballot is also available on the Company's website: <https://www.arotile.com>, websites of the BSE Limited and NSE Limited ("Stock Exchanges") <https://www.bseindia.com>, <https://www.nseindia.com> and on the website of CDSL i.e. at <https://www.evotingindia.com> members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice. The draft resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration. In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes.

The Scrutinizer shall submit his report to the Chairman after completion of scrutiny of the e-voting and the results of the voting shall be declared by the Chairman on or before Thursday, March 26, 2026 at Company's Registered Office.

The results along with the Scrutinizer's Report will be placed on the Company's website i.e., <https://www.arotile.com> and on the e-voting system link of CDSL i.e., at <https://www.evotingindia.com>. The same shall simultaneously be communicated to BSE and NSE Limited on which the shares of the Company are listed.

The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. Tuesday, March 24, 2026. Further, Resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

Members should note that in terms of the General Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer e-Voting facility to all its shareholders to cast their votes electronically and no physical ballot form is being dispatched by the Company. The shareholders holding equity shares whether in dematerialised form or in physical form, shall be able to vote by way of e-Voting.



**SPECIAL BUSINESS:**

**ITEM NO. 1 :**

**TO APPROVE THE APPOINTMENT OF MR. VARATHAN ARUL (DIN : 11480624) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and Regulation 16(1)(b) & 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, and on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Varathan Arul (DIN: 11480624), who was appointed pursuant to Section 161 of the Act as an Additional Director in the category of Non-Executive Independent Director on the Board of the Company w.e.f. 4th February, 2026, and who has submitted a declaration that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as a Director in the category of a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (Five) consecutive years from the date of appointment i.e. 4th February, 2026 up to 03rd February, 2031.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized severally to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Directors or Company Secretary to give effect to the aforesaid resolution.”

**By Order of the Board of Directors**

**For Aro Granite Industries Limited**

**Sd/-**

**Ayush Goel  
(Company Secretary)  
(FCS-13798)**

Place: Hosur

Date: February 04, 2026



**Notes:**

1. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 13th February, 2026 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants/Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at: [www.arotile.com](http://www.arotile.com), websites of the Stock Exchange, i.e., BSE and NSE Limited <https://www.bseindia.com/>, <https://www.nseindia.com/> and on the website of CDSL at: [www.evotingindia.com](http://www.evotingindia.com)
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company (<https://www.arotile.com>),) and Registrar (ALANKIT ASSIGNMENTS LIMITED) of the Company ([www.alankit.com](http://www.alankit.com)) duly filled and signed along with requisite supporting documents to the Company Registered Office address and to the Registrar at Alankit Assignments Ltd, 4E/2, Alankit House, Jhandewalan Extension, New Delhi-110055.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.



7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“SEBI Master Circular”) and SS - 2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Central Depository Service Limited (CDSL) as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. The e-voting period commences on Monday, February 23, 2026 (09:00 A.M. IST), and ends on Tuesday, March 24, 2026 (05:00 P.M. IST). Members of the Company holding shares in physical or electronic form as on the Cut - Off Date may cast their vote electronically. The remote e-voting module shall be disabled by Central Depository Service Limited (CDSL) for voting thereafter. The vote in this Postal Ballot cannot be exercised through proxy.
9. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [info@alankit.com](mailto:info@alankit.com), – RTA or to the Company at [investorgrievance@arotile.com](mailto:investorgrievance@arotile.com) , However, if you are already registered 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.evotingindia.com](http://www.evotingindia.com) or call on toll free no.: 1800 21 09911. 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 may follow steps mentioned in this Notice under “Step 2 - Access to CDSL E-voting system”.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send a request by an email to: [investorgrievance@arotile.com](mailto:investorgrievance@arotile.com)
11. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Tuesday, March 24, 2026.



## **E-VOTING INTRUCTIONS FOR POSTAL BALLOT**

### **CDSL e-Voting System – For Remote e-voting**

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- i. The voting period begins on Monday, February 23, 2026 (09:00 A.M. IST), and ends on Tuesday, March 24, 2026 (05:00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 13th February, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 44 of the SEBI Listing Regulations, as amended, read with SEBI circular dated December 9, 2020, the Company is providing e-voting facility of CDSL to its members to exercise their right to vote on the proposed resolution by electronic means.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.**

Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

#### **STEP 1 :**

#### **ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.**

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>



	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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 : 022 - 4886 7000 and 022 - 2499 7000

## STEP 2 :

### ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

#### iv. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>



Dividend Bank Details <b>OR</b> 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"><li>• 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.</li></ul>
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of **Aro granite industries limited**.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investorgrievance@arotile.com](mailto:investorgrievance@arotile.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- 1) For Physical shareholders- please provide necessary details like 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 **Company/RTA email id.**
- 2) For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
- 3) **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### **Item No.1 :**

The Board of Directors of the Company had appointed Mr. Varathan Arul (DIN: 11480624) as an Additional (Non-Executive) Independent Director of the Company with effect from February 04, 2026, as recommended by the Nomination & Remuneration Committee, pursuant to the provisions of the Section 149, 150, 152 and 161 of the Companies Act, 2013 read with the rules framed there under. However, in terms of the provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company is required for such appointment within a period of three months of his appointment.

Considering the knowledge and experience of Mr. Varathan Arul, the Board of Directors in consonance with Nomination and Remuneration Committee, recommends the appointment of Mr. Varathan Arul as Non – Executive Independent Director of the Company for a period of 5 years.

The Company has received a notice in writing under Section 160(1) of the Act, proposing his candidature as a Non-Executive Independent Director of the Company.

Except Mr. Varathan Arul, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Other details as required under Secretarial Standards on General Meetings (SS -2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished separately, which form part of this statement.

### **BRIEF PROFILE OF MR. VARATHAN ARUL (DIN: 11480624)**

Mr. Varathan Arul (DIN: 11480624), aged 58 years, is a professional with over 31 years of extensive experience in the stone, granite, and marble industry. He holds a Bachelor of Engineering in Mechanical (B.E. – Mech) from Bharathiar University, Coimbatore, one of the region’s well-regarded universities.

Over the course of his distinguished career, Mr. Arul has developed deep technical, operational, and industry-specific expertise, covering the entire value chain of the stone and granite sector. His professional background includes strong exposure to manufacturing operations, process optimization, machinery and equipment management, quality control, and operational efficiency, along with hands-on experience in managing large-scale industrial activities.



Mr. Arul brings with him a practical, solution-oriented approach to business, supported by decades of on-ground experience in dealing with industry challenges, operational risks, and evolving market dynamics. His understanding of engineering principles, production systems, cost control, and operational governance enables him to contribute effectively to strategic oversight and informed decision-making at the Board level.

As an Independent Director, Mr. Arul provides objective judgment, independent perspective, and valuable industry insights, supporting the Board in matters relating to operational strategy, risk management, performance monitoring, and corporate governance. His long-standing industry exposure and balanced outlook strengthen the Board's ability to guide the Company's sustainable growth while upholding high standards of governance, transparency, and ethical conduct.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in item no. 1 of the Notice.



### **Annexure- A**

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings (“SS-2”), are annexed and forms part of this notice

DETAILS OF DIRECTOR SEEKING APPOINTMENT THROUGH POSTAL BALLOT	MR. VARATHAN ARUL
DIN No.	11480624
Date of Birth	15.06.1967
Age (in years)	58 years
Nationality	Indian
Date of Appointment on Board	04.02.2026
Qualifications	Bachelor of Engineering in Mechanical (B.E. – Mech)
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Varathan Arul (DIN: 11480624), aged 58 years, is a professional with over 31 years of extensive experience in the stone, granite, and marble industry. He holds a Bachelor of Engineering in Mechanical (B.E. – Mech) from Bharathiar University, Coimbatore, one of the region’s well-regarded universities. Over the course of his distinguished career, Mr. Arul has developed deep technical, operational, and industry-specific expertise, covering the entire value chain of the stone and granite sector. His professional background includes strong exposure to manufacturing operations, process optimization, machinery and equipment management, quality control, and operational efficiency, along with hands-on experience in managing large-scale industrial activities.</p> <p>Mr. Arul brings with him a practical, solution-oriented approach to business, supported by decades of on-ground experience in dealing with industry challenges, operational risks, and evolving market dynamics. His understanding of engineering principles, production systems, cost control, and operational governance enables him to contribute effectively to strategic oversight and informed decision-making at the Board level. As an Independent Director, Mr.</p>



	Arul provides objective judgment, independent perspective, and valuable industry insights, supporting the Board in matters relating to operational strategy, risk management, performance monitoring, and corporate governance. His long-standing industry exposure and balanced outlook strengthen the Board's ability to guide the Company's sustainable growth while upholding high standards of governance, transparency, and ethical conduct.
Terms and Conditions of Appointment / Reappointment	As mentioned in Item no. 1 to Explanatory statement of the Notice
No. of Shares held in the Company	NIL
Directorship held in other public companies (excluding foreign companies)	NIL
Memberships/Chairmanships of Committee of other public companies	NIL
Remuneration details	Entitled to sitting fees for Board/Committee Meetings.
Relationship with other Directors inter-se / Key Managerial Personnel	Not related to any of the Directors or Key Managerial Personnel of the Company.

**By Order of the Board of Directors**

**For Aro Granite Industries Limited**

**Sd/-  
Ayush Goel  
(Company Secretary)  
(FCS: 13798)**

Place: Hosur  
Date: February 04, 2026