



Aro granite industries Ltd.

Regd. Office : 1001, 10th Floor, DLF Tower A, Jasola, New Delhi - 110 025
Phone : 91-11-41686169, Fax : 91-11-26941984, E-mail : arodelhi@arotile.com

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 resolutions 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 resolutions setting out the material facts and the reasons thereof, are appended, Pursuant to Rule 22(5) of the Rules.

The Board of Directors ("Board") in its meeting held on Monday, 07th September, 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 resolutions appended below are 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, September 21, 2026 (10:00 A.M. IST), and ends on Tuesday, October 20, 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, September 11, 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 resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statements 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, October 22, 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 Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. Tuesday, October 20, 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 :

APPROVAL FOR SLUMP SALE OF THE EXISTING JAIPUR UNIT OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 AND REGULATION 37A OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

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 Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, in terms of Regulation 37A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and subject to such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the members of the Company be and is hereby accorded to sell / transfer / dispose of its Existing Jaipur unit as mentioned below on a slump sale basis to M/s United Stones Private Limited on such terms and conditions as may be deemed fit by the Board in the interest of the Company.

Details of the industrial property covered under Slump Sale:

SR. NO	PROPERTY DETAILS
1.	ARO GRANITE INDUSTRIES LIMITED <u>INDUSTRIAL PROPERTY SITUATED AT:</u> Plot No. PA-008-010 To 014, Multi-Product SEZ of Mahindra World City (Jaipur) Limited, Village- Kalwara, Jhai, Bhambhoriya, Bagru Khurd and Newta, Tehsil- Sanganer, Distt. Jaipur- 302037 Rajasthan

RESOLVED FURTHER THAT pursuant to the provisions of Section 180 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, if any) and in terms of Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the approval and recommendation of the Audit Committee of the Company and the Board (which term is deemed to include the committee of the Board duly constituted/ to be constituted to exercise its powers



including powers conferred under this resolution), the consent of the shareholders/members of the Company ("Members") be and is hereby accorded to empower the Board to enter into the transaction with United Stones Private Limited, a company incorporated under the laws of India bearing corporate identity number U14200RJ2015PTC047598 and having its registered office at 1-6, NAKODA COLONY, NARSINGH PURA, BEAWAR, Ajmer, AJMER, Rajasthan, India, 305901, for the sale and transfer of existing (Jaipur Unit) as a going concern on a slump sale basis to **United Stones Private Limited** for a lumpsum consideration of Rs. 67.00 Crores (Rs. Sixty-Seven Crore Only) on such terms and conditions as detailed out in the Memorandum of Understanding ("MOU") (including any amendments or modifications thereto) with the understanding that the said MOU shall be formally executed in the form of Business Transfer Agreement ('BTA') at a later stage upon obtaining the necessary approvals from the shareholders of the Company by way of Postal Ballot and such other approvals, consents and authorizations as may be required from other stakeholders including Banks and regulatory authorities, for authorizing the Company to enter into and execute the requisite agreements and documents to give effect to the Proposed Sale Transaction.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as may be decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

ITEM NO. 2 :

APPROVAL OF RELATED PARTY TRANSACTIONS WITH ARO GRANITE INTERNATIONAL INC. USA

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

"RESOLVED THAT pursuant to Regulation 2(1)(zc), 23(4) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended from time to time and as per the provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Related Party Transactions, and as per the recommendation



and approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ("the Board") which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) including those undertaken by the Company, in the ordinary course of business and on an arm's length basis, as more particularly set out in the Explanatory Statement annexed hereto, on such terms and conditions as may be mutually agreed between the respective parties and for such value and during such period as specified therein.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors

For Aro Granite Industries Limited

Sd/-

Ayush Goel

(Company Secretary)

(FCS-13798)

Place: New Delhi

Date: September 07, 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, 11th September, 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, 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
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) 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 India 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, September 21, 2026 (10:00 A.M. IST), and ends on Tuesday, October 20, 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 India 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,— RTA or to the Company at 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 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
11. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Tuesday, October 20, 2026.



E-VOTING INSTRUCTIONS FOR POSTAL BALLOT

CDSL e-Voting System – For Remote e-voting

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- i. The voting period begins on Monday, September 21, 2026 (10:00 A.M. IST), and ends on Tuesday, October 20, 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, 11th September, 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 CDSL Depository	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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.
 - 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 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:



	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
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. 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.

- (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 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.
 - 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 , 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 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 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 Businesses mentioned in the accompanying Notice:

Item No.1 :

APPROVAL TO SELL OF EXISTING JAIPUR UNIT OF THE COMPANY ON SLUMP SALE BASIS

Explanatory statement for Item no. 1 is being provided in accordance with Section 102 of the Companies Act, 2013, Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Your Board of Directors ("Board") at their meeting held on 07th September, 2026 have recommended and approved the slump sale of the Existing Jaipur Unit under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to United Stones Private Limited towards its consideration of Rs. 67.00 Crores (Rs. Sixty-Seven Crores Only) and on such terms and conditions as may be deemed fit by the Board in the interest of the Company.

Further, as per provisions of Section 180(1)(a) of the Companies Act, 2013 and regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of a special resolution.

The consideration for the Proposed sale of the Existing Jaipur Unit of the Company as recommended by the Audit Committee and the Board and based on the valuation done by Mr. O.P. Verma, having registered valuer number IBBI/RV/02/2019/12230 and M/s. D.K. Nagpal & Associates, having registered valuer number IBBI/RV/02/2019/11421, Registered Valuers who has given a fairness opinion certifying that the valuation of the Existing unit is fair and the highest valuation of the unit has been considered by the management of the Company. The details of Slump Sale Valuation of the unit are as below;

Jaipur Unit Sale Transaction (Slump Sale):

The consideration payable by the Purchaser(s) to the Company for the Jaipur Unit under slump sale is INR 67.00 Crores (Indian Rupees Sixty-Seven Crores only). The fair value of the Jaipur Property as determined pursuant to: (a) the valuation report dated September 01, 2026 obtained by the Company from Mr. O.P. Verma, an Independent Registered Valuer having Registration no. IBBI/RV/02/2019/12230 is INR 62.56 Crores (Indian Rupees Sixty Two Crores and Fifty Six Lakh only); and (B) the valuation report dated August 31, 2026 obtained by the Company from M/s. D.K. Nagpal & Associates, an Independent Registered Valuer having Registration no. IBBI/RV/02/2019/11421 is INR 63.28 (Indian Rupees Sixty Three Crore and Twenty Eight Lakh Rupees only) ((a) and (b) together, the "**Jaipur Unit Property Valuation Reports**"). Accordingly,



the consideration payable by the Purchaser(s) to the Company for the Jaipur Unit under Sale Transaction is above the fair value arrived in terms of each of Jaipur Unit Property Valuation Reports. Further details in respect of the Jaipur Unit Property Valuation Reports are set out in below of this Explanatory Statement;

Need/ Justification/ Rationale for the Proposed Sale Transactions of the Jaipur unit of the Company

- Focus on core business — Sale allows the Company to concentrate resources/management bandwidth on core/more profitable segments
- Non-strategic asset — unit no longer aligned with the Company's long-term business strategy
- Better realization of value through sale compared to continued operations.
- Unlocking value / monetizing the asset to strengthen balance sheet.
- Use of sale proceeds — debt reduction, working capital, reinvestment in core business etc.
- Expected improvement in return ratios (ROCE/ROE) post-sale.

The sale and transfer of the Specified Assets will also help in improving the overall financial health of the Company on account of a streamlined and simplified balance sheet of the Company that will be achieved consequent to such sale and transfer. The re-allocation of the Company's capital resources is expected to enhance the Company's financial flexibility and support its long-term objectives and thereby maximize value for all stakeholders.

Valuation of the Jaipur Unit & Aggregate Sale Consideration under (Slump Sale):

The valuation of the Jaipur Unit has been arrived at basis the Jaipur Unit Property Valuation Reports dated September 01, 2026 and August 31, 2026 issued by Registered Valuer 1 and Registered Valuer 2, respectively. The valuation methodology used by Registered Valuer 1 and by Registered Valuer 2 is 'Market Approach', which is consistent with internationally accepted valuation methodologies employed in transactions of this nature.

The valuation details and other relevant values in relation to Jaipur Unit Property are as follows:

Particulars	Valuation done by (Amount in Rs.)	
	O.P. VERMA	D.K. NAGPAL
<u>INDUSTRIAL PROPERTY SITUATED AT:</u>		
Plot No. PA-008-010 To 014, Multi-Product SEZ of Mahindra World City (Jaipur) Limited, Village- Kalwara, Jhai, Bhambhoriya, Bagru Khurd and Newta, Tehsil-Sanganer, Distt. Jaipur- 302037 Rajasthan		



Fair Value of the Jaipur Unit (Slump Sale) as per the Valuation Reports	62.56 Crores	63.28 Crores
Consideration proposed to be paid by the Purchaser(s) for the sale and transfer of the Property (i.e., the Jaipur Unit)	67.00 Crores	

As specified above, while the fair value of the Jaipur Unit Property as per the Jaipur Unit Valuation Reports is INR 62.56 Crores (Indian Rupees Sixty Two Crores and Fifty Six Lakh only) and INR 63.28 (Indian Rupees Sixty Three Crore and Twenty Eight Lakh Rupees only), the consideration proposed to be paid by the Purchaser(s) to the Company for the Jaipur Property under Slump Sale is INR 67.00 (Indian Rupees Sixty Seven Crores only), which is above the fair value. Therefore, by realizing more than the fair value of the Jaipur Unit Property, the Company stands to benefit from the Jaipur Unit Property Sale Transaction.

Below is the Disclosure as required under regulation 37A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SR. NO	PARTICULARS	DETAILS
1.	Object and Commercial rationale for carrying out such sale lease or otherwise disposal of the whole or substantially the whole of the undertaking of the entity as per Regulation 37 A of SEBI (LODR) Regulations, 2015	Strategic portfolio optimization to unlock trapped economic capital, lean out operations, and mitigate segment risks
2.	Details of the use of the Proceeds arising therefrom as per Regulation 37 A of SEBI (LODR) Regulations, 2015	Allocation toward expanding high-margin core business verticals, reducing cost of loans, and reinforcing general working capital.

Except Mr. Sunil Kumar Arora, Managing Director, Mr. Sahil Arora, Whole-Time Director & Mrs. Sujata Arora, Non-Executive Director, None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.1 of this notice.

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

Item No.2 :

APPROVAL OF RELATED PARTY TRANSACTIONS WITH ARO GRANITE INTERNATIONAL INC. USA



Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") where the annual consolidated turnover of the Company is up to Rs. 20,000 crore, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity.

Further, such "material related party transactions" and subsequent material modifications requires prior approval of shareholders.

In the case of our Company, based on the last audited financial statements, the annual turnover of the Company does not exceed Rs. 20,000 crore and accordingly, the 10% threshold is applicable for determining materiality under Regulation 23 of the SEBI Listing Regulations.

Further, the aggregate value of the proposed transactions with Aro Granite International INC. USA ('AGI'), during the FY 2026-27, does not exceed the aforesaid materiality threshold so determined and, therefore, does not qualify as a material related party transaction under Regulation 23 of the SEBI Listing Regulations.

However, notwithstanding the above, and as a matter of abundant caution and in line with good corporate governance practices, the Company is seeking the approval of shareholders for the proposed transactions with AGI, considering that the value of such transactions may proximate to the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.

Further, Regulation 2(1) (zc) of the SEBI LODR Regulations defines a "Related Party Transaction" to include transactions involving the transfer of resources, services or obligations between the listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a consideration is charged.

The Company proposes to enter into the Related Party Transactions set out in the item no. 2 of this Postal Ballot Notice. The proposed transactions are intended to support the operational, business and strategic requirements of the Company and are proposed to be undertaken in the ordinary course of business and on an arm's length basis.

The Management has placed before the Audit Committee all relevant details of the proposed transactions, including the nature of the transactions, material terms, commercial rationale, basis of pricing and other information required under the applicable provisions of the SEBI LODR Regulations and the RPT Industry Standards. After considering the same, the Audit Committee has approved the proposed Related Party Transactions, subject to the approval of the Members wherever applicable, and has noted that the proposed transactions are in the ordinary course of business and on an arm's length basis.

The Audit Committee has also reviewed the certificate furnished jointly by the Managing Director and the Chief Financial Officer of the Company, as required under the RPT Industry Standards.

The particulars of the proposed Related Party Transactions, including the name of the related party, nature of relationship, material terms, value of the transactions and the justification as to why the proposed transactions are in the interest of Aro Granite Industries Limited, are set out in this explanatory statement.



Accordingly, pursuant to the provisions Regulation 23 of the SEBI LODR Regulations, approval of the Members is being sought by way of the Ordinary Resolution set out in this Postal Ballot Notice.

Further, SEBI, vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, introduced the Industry Standards on “Minimum Information to be Provided for Review of the Audit Committee and Members for Approval of a Related Party Transaction” (the “Standards”) to facilitate a uniform approach and assist listed entities in complying with the requirements of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (the “SEBI Master Circular”), and other applicable circulars. The Standards, inter alia, require listed entities to provide the minimum information, in the prescribed format, relating to the proposed related party transactions to the Audit Committee and the members while seeking their approval. The requisite information in respect of the proposed related party transactions is set out below:

In the format as per Industry Standard

- 1. Proposed related party transaction to be entered between Aro granite industries limited (“the Company”) and Aro Granite International INC. USA**

DISCLOSURE — PART A

A (1). Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Aro Granite International Inc. USA
2.	Country of incorporation of the related party	United States of America
3.	Nature of business of the related party	Export of granite tiles, granite slabs and quartz slabs. These transactions are in the ordinary course of business and are on arm’s length basis.

A (2). Relationship and ownership of the related party

S.No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including	Company promoted by relatives of the promoter Mr. Sunil K Arora (Managing Director)



S.No.	Particulars of the information	Information provided by the management
	nature of its concern (financial or otherwise)	
	Shareholding of the listed entity/ subsidiary, whether direct or indirect, in the related party	Nil
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	Nil

A (3). Details of previous transactions with the related party

S.No.	Particulars of the information	Information provided by the management		
1.	Total amount of all transactions undertaken by the listed entity or subsidiary with the related party during the last financial year (FY 2025-26)	Sr. No.	Nature of Transactions	FY 2025-26 (₹ in Lakhs)
		1.	Sale of any goods or materials or services	567.96
2.	Total amount of all transactions undertaken with the related party in the current financial year up to the quarter immediately preceding the quarter in which approval is sought	427.43 Lakhs (INR)		
3.	Any default by the related party concerning any obligation undertaken under a transaction or arrangement entered into with the	Not Applicable		



S.No.	Particulars of the information	Information provided by the management
	listed entity or its subsidiary during the last financial year	

A (4). Amount of the proposed transaction(s)

S.No.	Particulars of the information	Information provided by the management						
1.	Amount of the proposed transactions being placed for approval of the Audit Committee/shareholders	<table> <tr> <th>Sr. No.</th><th>Nature of Transactions</th><th>INR (Lakhs)</th></tr> <tr> <td>1.</td><td>Sale of any goods or materials or services</td><td>5000.00</td></tr> </table>	Sr. No.	Nature of Transactions	INR (Lakhs)	1.	Sale of any goods or materials or services	5000.00
Sr. No.	Nature of Transactions	INR (Lakhs)						
1.	Sale of any goods or materials or services	5000.00						
2.	Whether the proposed transactions, taken together with transactions undertaken with the related party during the current financial year, would render the proposed transaction a material RPT?	No (Shareholders approval is being taken as a matter of abundant caution and in line with good corporate governance practices, considering that the value of such transactions may proximate to the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.)						
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	68.02%						
4.	Value of the proposed transactions as a percentage of the subsidiary's annual standalone turnover for the immediately preceding financial year (where the transaction involves a subsidiary and the listed entity is not a party)	Not Applicable						
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated (or standalone, if consolidated is unavailable) turnover for the immediately preceding financial year, if available	640.20%						



S.No.	Particulars of the information	Information provided by the management	
6.	Financial performance of the related party for the immediately preceding financial year		
		Particulars	FY 2025 (USD)
		Turnover	868325.81
		Profit After Tax	(16387.35)
		Net Worth	(137324.78)

A (5). Basic details of the proposed transaction

S.No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g., sale of goods/services, purchase of goods/services, giving loan, borrowing, etc.)	Sale of granite tiles, granite slabs and quartz slabs. These transactions are in the ordinary course of business and are on arm's length basis
2.	Details of each type of the proposed transaction	The proposed sale transactions are intended to support the operational, business and strategic requirements of the Company in USA and the same are undertaken in the ordinary course of business and on an arm's length basis.
3.	Tenure of the proposed transaction (in number of years or months)	1 (One) Year, i.e., from April 1, 2026 to March 31, 2027 (FY 2026-27)
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during the financial year (year-wise break-up if spanning more than one FY)	Up to ₹5000 Lakhs for FY 2026-27
6.	Justification as to why the proposed RPT is in the interest of the listed entity	AGI USA functions as the Company's export marketing/distribution arm for the American market; continuation is necessary for uninterrupted export operations, revenue continuity, and market access. The manufacture and sale of granite tiles, granite slabs and quartz slabs and allied products form part of the ordinary course of



S.No.	Particulars of the information	Information provided by the management
		business of our Company. The terms of the proposed transactions, including pricing, commercial terms and payment conditions, shall be determined on an arm's length basis and shall be comparable to those applicable to similar transactions undertaken with unrelated customers for products of a similar nature. The pricing shall be benchmarked having regard to product specifications, quantities, manufacturing requirements, commercial terms and prevailing market conditions. Accordingly, the related party relationship will not result in any preferential treatment or undue benefit to Aro Granite International INC. USA The Audit Committee and the Board of Directors are of the view that the proposed transactions are commercially beneficial and in the best interests of the Company and its shareholders, as they are expected to strengthen the manufacturing business, improve capacity utilization, generate sustainable revenues and enhance operational efficiencies, while being undertaken in the ordinary course of business and on an arm's length basis.
7.	Details of the promoter(s)/director(s)/KMP of the listed entity who have interest in the transaction, whether directly or indirectly	a. Name of the Director/KMP Mr. Sunil Kumar Arora (Managing Director), Mr. Sahil Arora (Whole-Time Director) and Mrs. Sujata Arora (Director). b. Shareholding of the Director/KMP, whether direct or indirect, in the related party Mr. Sunil Kumar Arora (Managing Director), Mr. Sahil Arora (Whole-Time Director) and Mrs. Sujata Arora (Director)- NIL



S.No.	Particulars of the information	Information provided by the management
8.	Copy of the valuation or other external party report, if any, to be placed before the Audit Committee	Not Applicable
9.	Other information relevant for decision-making	Nil

DISCLOSURE - PART B

B (1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S.No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No formal bidding process was undertaken. AGI USA was engaged based on its established role as the Company's dedicated marketing and distribution arm in America.
2.	Basis of determination of price	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of services, volume, quality specifications, delivery timelines and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.
3.	In case of trade advance (up to 365 days, or such period as per normal trade practice) proposed to be extended to the related party — (a) amount, (b) tenure, (c) whether self-liquidating	Nil

The Audit Committee and the Board of Directors of the Company have approved and consented to seek shareholders' approval for the said related party transactions. The Audit Committee and the Board of Directors have also noted that these transactions are at arm's length. Independent Directors of the Company have also reviewed these Related Party Transactions and given their



recommendation for approval of the same. The members may also note that the above mentioned RPTs are continuing transactions and have already been approved by Aro Granite Industries Limited ('AGIL's) Audit Committee and shareholders in the past. Accordingly, the members' approval is being sought for the resolution mentioned as Item No. 2 to this notice.

As enumerated above, the aggregate value of the proposed transactions with Aro Granite International INC. USA ('AGI'), during the FY 2026-27, does not exceed the aforesaid materiality threshold so determined and, therefore, does not qualify as a material related party transaction under Regulation 23 of the SEBI Listing Regulations. However, notwithstanding the above, and as a matter of abundant caution and in line with good corporate governance practices, the Company is seeking the approval of shareholders for the proposed transactions with AGI, considering that the value of such transactions may proximate to the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.

Further, in terms of Regulation 23 of the SEBI Listing Regulations, all entities falling within the definition of related parties under the SEBI Listing Regulations shall not vote to approve the relevant transactions irrespective of whether such entities are a party to the particular transaction or not. Accordingly, related parties of the Company (as defined under Regulation 2(1)(zb) of the SEBI Listing Regulations) shall not vote to approve the afore-mentioned resolution(s) under Item No. 2.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except to the extent of their shareholding or as disclosed above, and/or their interest in the concerned related party(ies), is concerned or interested, financially or otherwise, in the respective resolutions.

Accordingly, the approval of the Members is sought by way of Ordinary Resolution as set out at Item No. 2 of the Notice.

By Order of the Board of Directors

For Aro Granite Industries Limited

Sd/-

Ayush Goel

(Company Secretary)

(FCS: 13798)

Place: New Delhi

Date: September 07, 2026