

MINUTES OF THE TWENTY-THIRD ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ARO GRANITE INDUSTRIES LTD. HELD ON FRIDAY, THE 29TH JULY 2011 AT 10.30 A.M. AT LAKSHMIPAT SINGHANIA AUDITORIUM, PHD CHAMBER OF COMMERCE AND INDUSTRY, PHD HOUSE, 4/2, SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI 110016

PRESENT

a) DIRECTORS

- | | | |
|------|-----------------------------|-------------------|
| i. | SHRI SUNIL KUMAR ARORA | MANAGING DIRECTOR |
| ii. | SHRI KASTURI LAL ARORA | DIRECTOR |
| iii. | SHRI DINESH CHANDRA KOTHARI | DIRECTOR |
| iv. | SHRI RAHUL GUPTA | DIRECTOR |

b) COMPANY EXECUTIVES

SHRI SABYASACHI PANIGRAHI	COMPANY SECRETARY
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c) MEMBERS

Members holding shares in about 1759 folios/demat Account (including about 34 folios/demat account by Proxy) recorded their attendance at the Annual General Meeting

Shri Sunil K. Arora, Managing Director was elected as the Chairman for the meeting and took the chair and with the permission of the members, the notice of the meeting was taken as read. After ascertaining that the requisite quorum for the meeting was present, the chairman called the meeting to order.

The chairman welcomes the members to the Annual General Meeting & informed the members that during the year under review, the company has earned a net profit of Rs.1281/- Lacs (before Income Tax and Dividend). He stated that despite a tough time as the Company was directly hit by the global recession the Company has been able to face the challenges and has done well. He also stated that the company would make all round efforts to improve the performance in future and earn sufficient surplus after meeting all its expenses. He also briefed the members present about the current workings of the Company & its future plan, the current economic scenario of the Country. Thereafter he proceeded to take up the resolutions one by one.

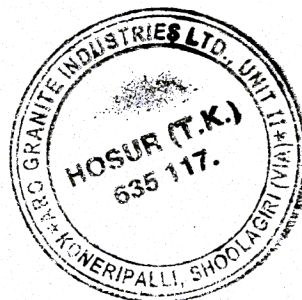
- ❖ Smt. Asha Chachra proposed & Shri S.N.Vohra seconded that the following resolution be adopted as ordinary resolution.

"Resolved that the Profit & Loss Account for the year ended 31st March, 2011 & the Balance Sheet as on that date be & is hereby adopted."

On being put to vote, the resolution was adopted unanimously.

CERTIFIED TRUE COPY
Aro Granite Industries Ltd
Panigrahi
Company Secretary

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- ❖ Shri Neeraj Khurana proposed and Shri Kishore Balani seconded that the following resolution be adopted as ordinary resolution.

"Resolved that pursuant to the recommendations made by the Board of Directors of the company, a dividend of Re.1.00p per equity share of the company be & is hereby declared out of the current profits of the company for the year ended 31st March, 2011".

"Resolved further that such dividend shall be paid to all those shareholders whose names appear on the Register of Members on 29.07.2011.

On being put to vote the resolution was adopted unanimously.

- ❖ Shri H.S.Sahni proposed & Shri Prem Chachra seconded that the following resolution be adopted as an ordinary resolution.

"Resolved that Shri Dinesh Chandra Kothari who retires by rotation & being eligible for reappointment, be & is hereby re-appointed as a Director of the company".

On being put to vote the resolution was adopted unanimously.

- ❖ Sh. Manjit Singh proposed & Shri Murlidhar Talreja seconded that the following resolution be adopted as ordinary resolution.

"Resolved that Sh. Rahul Gupta who retires by rotation & being eligible for reappointment, be & is hereby re-appointed as a Director of the company".

On being put to vote the resolution was adopted unanimously.

- ❖ Shri B.R.Nayyar proposed & Shri Vimal Jain seconded that the following resolution, be adopted as an ordinary resolution.

"Resolved that pursuant to the provisions of Section 224 of the Companies Act 1956 M/s Alok Mittal & Associates, Chartered Accountants, New Delhi be and are hereby appointed Auditors of the Company from the conclusion of the 23rd Annual General Meeting upto the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company"

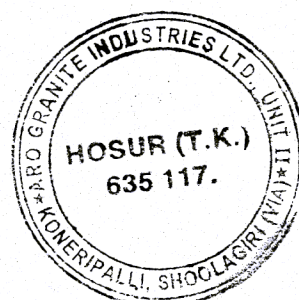
On being put to vote the resolution was adopted unanimously.

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For Aro Granite Industries Ltd

Company Secretary

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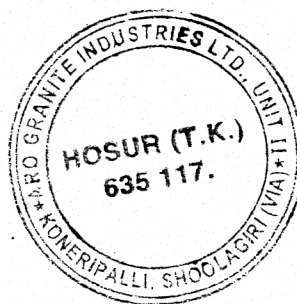
- ❖ Shri Kulvinder Singh proposed & Shri N.P.Singh seconded that the following resolution be adopted as Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 & 310 and other applicable provisions, if any, of the Companies Act 1956 including any statutory modification or re-enactment thereof, the re-appointment of Shri Sunil K. Arora, as Managing Director of the Company for a period of Five years with effect from 01.04.2011 be and is hereby approved on the terms of remuneration and conditions as set out in the explanatory statement which shall be deemed to form part of hereof and in the event of inadequacy or absence of profits in any financial year, the remuneration comprising of salary, perquisites and benefits as approved herein be paid as minimum remuneration to be said Managing Director subjects to approval, if any, as may be required."

On being put to vote the resolution was adopted unanimously.

There being no business to transact, the meeting ended with a vote of thanks to the chair.

CERTIFIED TRUE COPY
For Aro Granite Industries Ltd
[Signature]
Company Secretary



[Signature]
Sunil K Arora
CHAIRMAN