



Aro granite industries Ltd.

Regd. Office : S-16, IInd Floor, Green Park Extension, New Delhi - 110 016
Phone : 91-11-26511021, 41636169 Fax : 91-11-26511022 E-mail : arogl@del2.vsnl.net.in

National Stock Exchange of India Ltd.,
Listing Department
5th Floor, Exchange Plaza
Bandra (E), Mumbai 400 051.

August 7, 2012

SYMBOL/SERIES: AROGRANITE/EQ

Sub: AGM Proceedings

Dear Sir,

We are enclosing herewith a copy of the proceedings of 24th Annual General Meeting of the Company held on 28.07.2012 for your information and record.

Kindly acknowledge the same.

Thanking You

Yours faithfully
For Aro granite industries limited

Company Secretary

Encl: a/a

CORP. OFF. & WORKS :

KONERIPALLI VILLAGE, SHOOLAGIRI (VIA), HOSUR TALUK - 635 117, KRISHNAGIRI DIST. TAMIL NADU, INDIA.
TEL : 91 - 4344 - 252100 FAX : 91 - 4344 - 252217 E-mail : aro@arotile.com Web : www.arotile.com

Company Secretary

- ❖ Shri Kulvinder Singh proposed and Shri J.K.Gupta 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, 2012".

"Resolved further that such dividend shall be paid to all those shareholders whose names appear on the Register of Members on 28.07.2012.

On being put to vote the resolution was adopted unanimously.

- ❖ Shri N.P.Singh proposed & Shri Om Prakash Chand seconded that the following resolution be adopted as an ordinary resolution.

"Resolved that Shri Kasturi Lal Arora 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. B R Nayyar proposed & Shri Sanjay Kathpal seconded that the following resolution be adopted as ordinary resolution.

"Resolved that Smt. Sujata Arora 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. H.S.Sahni proposed & Shri Rajesh Garg seconded that the following resolution be adopted as ordinary resolution.

"Resolved that Shri. Pradeep Kumar Jain 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 Murlidhar Talreja proposed & Shri Prem Chachra 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 24th 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.



[Handwritten signature]

- ❖ Shri D.D.Sardana proposed & Shri M.M.Malhotra seconded that the following resolution be adopted as Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 314(1B) and other applicable provisions, if any, of the Companies Act 1956 or any statutory modification or re-enactment thereof, consent of the Company be and is hereby accorded to Mr. Sahil Arora, a relative of Shri Kasturi Lal Arora, Smt. Sujata Arora, Directors and Shri Sunil K. Arora, Managing Director of the Company, to hold an office or place of profit as Corporate Head- Marketing of the Company for a period of 5 years with effect from the date of approval by the members in the ensuing Annual General Meeting of the Company on a monthly remuneration not exceeding Rs. 2,50,000/- with such increments as may be decided by the Board, provided that the total monthly remuneration payable to Mr. Sahil Arora does not exceed Rs. 2,50,000/-

"RESOLVED FURTHER THAT Shri Sunil K. Arora, Managing Director, Shri Kasturi Lal Arora, Director and Shri Sabyasachi Panigrahi, Company Secretary of the Company be and are hereby authorized severally to sign, file all forms, documents, papers etc. with the Registrar of Companies/ Ministry of Corporate Affairs and to do all such acts, deeds, and things to give effect to the above resolution".

On being put to vote the resolution was adopted unanimously.

- ❖ Shri Ajay Khurana proposed & Shri Bharat Bhushan Goyal seconded that the following resolution be adopted as Special Resolution.

"RESOLVED THAT in supersession of the resolution passed by the Company with respect to the borrowing powers of the Board of Directors, consent of the Company be and is hereby accorded and it shall always be deemed to have been so accorded pursuant to section 293(1)(d) and all other applicable provisions, if any, of the Companies Act 1956 or any statutory modification or re-enactment thereof to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) borrowing moneys (apart from temporary loans from time to time obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid up capital of the Company and its free reserves, (that is to say, reserves not set apart for any specific purpose), as the Board may from time to time deem necessary for the purpose of the Company provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed in the aggregate Rs. 200 Crores (Rupees Two Hundred Crores)

On being put to vote the resolution was adopted unanimously.

- ❖ Shri Chetan Chadha proposed & Shri S.S.Alag seconded that the following resolution be adopted as Special Resolution.

"RESOLVED that consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification or re-enactment thereof, to mortgaging and/or charging by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees, all the immovable and movable properties, present and future, wheresoever situated, to or in favour of any Financial



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For Aro Granite Industries Ltd.

Company Secretary

Institutions, Banks and other lending Institutions or Funds, Trustees for Debentures, to secure their respective Rupee and Foreign Currency Loans or other financial assistance lent, granted and advanced or agreed to be lent, granted and advanced to the Company or the Debentures, Bonds or other Financial Instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions/Banks/Funds, or any other persons, of such amount or amounts not exceeding Rs.200 Crores in the aggregate on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Trustees, costs, charges and other monies payable by the Company to respective Financial Institutions, Banks and other lending Institutions and Debentureholders and/or Trustees under the Loan/ Subscription Agreement(s) entered into/ to be entered into by the Company in respect of the said Term Loans, Debentures or other Financial Instruments or assistance.

RESOLVED FURTHER that the Board be and is hereby authorised to finalise with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees, the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution."

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.



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Company Secretary


Sunil K Arora
CHAIRMAN