

NOTICE

Dear Members,

Notice is hereby given that the Extraordinary General Meeting of the Company will be held on Monday, 9th day of April, 2012 at 11.00 a.m. at the Hotel Planet Landmark, Ambli-Bopal Road, Near Ashok Vatika, Opp. Ekta Farm, Ahmedabad- 380 058 to transact the following businesses:

- 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 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment(s) thereto or any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 (**“SEBI Regulations”**) as in force, the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the stock exchanges where shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, the Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies (**“Concerned Authorities”**) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, sanctions and permissions as may be necessary (**“Approvals”**) and any such conditions and /or modifications as may be prescribed, stipulated or imposed by any such Approvals and / or which may be agreed to or considered necessary by the Board of Directors of the Company (hereinafter referred to as **“the Board”**, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent, permission and approval of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches, on a preferential allotment basis to the following proposed allottees:

Proposed Allottees of Preferential Equity Shares

Sr. No	Name of the Proposed Allottee	No. of Equity Shares
1	Kamlesh Patel	5,50,000
2	Mukesh Patel	5,50,000

Proposed Allottees of Preferential Convertible Warrants

Sr. No	Name of the Proposed Allottee	No. of Convertible Warrants
1	Kamlesh Patel	6,00,000
2	Mukesh Patel	6,00,000
3	Sanjay Sanghvi	4,21,250
4	Vipul Modi	2,10,625
5	Manish Modi	2,10,625

On such terms and conditions and in such manner as the Board may think fit, without offering the same to any other person, whether or not they are members of the Company;

The pricing of the Equity shares to be allotted on preferential basis shall not be lower than the price determined in accordance with SEBI ICDR Regulation 2009 which shall be the higher of the following:

- The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the six months preceding the relevant date;
- OR
- The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the relevant date.

RESOLVED FURTHER THAT the relevant date, in terms of Chapter VII of the SEBI (ICDR) Regulations, for determination of minimum price for the issuance of the Equity Shares and Convertible Warrants on a preferential allotment basis and conversion thereof into equity shares of Rs. 10/- each is 30 days prior to the passing of resolution i.e. 9th April, 2012. Hence the relevant date is 10th March, 2012.

RESOLVED FURTHER THAT the aforesaid Equity Shares and Convertible Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of right attached to such Convertible Warrants shall be subject to lock-in requirements as per the provision of Chapter VII of the SEBI Regulations.

RESOLVED FURTHER THAT the Convertible Warrants shall be issued by the Company on the following terms and conditions:

- An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Convertible Warrants shall be payable at the time of making the application for Convertible Warrants, which will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant Holder at the time of exercising the option.
- The holder(s) of each Warrant will be entitled to apply for and obtain allotment of one equity share against such Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the Warrant holder shall pay the balance of the consideration towards the subscription to each equity share.

- (iii) In the event the Warrant Holder does not exercise the option of conversion within 18 months from the date of allotment of Convertible Warrants, the Convertible Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company.
- (iv) The issue of the Convertible Warrants as well as the Equity Shares, arising from the exercise of the option under the Convertible Warrants in the manner aforesaid shall be governed by the respective provisions of the Companies Act, 1956, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid Equity Shares and Convertible Warrants and the resultant equity shares to the holders of the Convertible Warrants upon exercise of right to subscribe the shares and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Convertible Warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they 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 authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) or officer(s) of the Company to give effect to the resolution"

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

RESOLVED THAT in terms of the provisions of Section 17 and other applicable provisions of the Companies Act, 1956, the "Object Clause" of Memorandum of Association of the Company be altered by adding a new sub-clauses 47,48,49 and 50 immediately after the existing sub-clause 46 under "Other Objects" of the Memorandum of Association of the Company, as under:-

- 47 To produce, manufacture, refine, prepare, process, purchase, sell, import, export or generally deal in refractories, china wares, sanitaryware materials, pipes, tubes, tubular structure, cement, paints, asbestos sheets, roofing, glass, furniture, fittings, electrical goods, water supply or storage equipment, floor polish, door closures, concrete mixtures, elevators paints, hardware, pipe, fittings, lubricant oils, building materials, forest products and any other building or decorative materials made of cement, stone, timber, teak, board, fibre, paper, glass, rubber, plastic or other natural or synthetic substance or chemical, sanitary, c.p. fittings, wooden floorings, exhaust blower fan, modular kitchen, chimney, sink and bath fitting accessories.
48. To carry on business in India and elsewhere as manufactures or and dealers in and importers and exporters of all kinds of packaging containers including cartons, boxes, and cases wholly or partly made of papers, boards, wood, glass, plastic, rubber, metals, zelatine, tin or otherwise and glass bottles, glass jars, casks and glass containers of every description, fibrite boxes, corrugated containers, corrugated rolling boxes, display boxes, aluminum coils, and packing requisite of every kind and description.
- 49 To establish and carry on all or any industry, trade or business of preparing, mining, cutting, polishing, processing, treating, importing, exporting of all types of natural & synthetic marble, granite, artifacts, laterite, lime stone, sand stone, slabs, tiles and other building material and colour stones of every description and type, including setting, processing, trading or dealing into waste and by products arising from the mining or processing of marbles and colour stones and purchase, acquire, take on lease and work, establish any mines and process, treat, excavate or deal in the material including feldspar, quartz minerals, in any such other commodity or commodities which is raw material of ceramic industry, by-products of mining and establish factory for processing, finishing, treating or conversion of the same into industrial and saleable minerals.
50. To carry on the business as manufactures, processors, exporters, importers, distributors and dealers in all types of synthetic resins, such as alkyd resins of phenolated, styrenated, acrylated, sylchronised, thixotropic, water soluble, chain terminated or vinylated types, pure or modified, phenoic resin, ester gum, resin, resin modified materials, hydrogenated resin, and resin derivatives, resin modified alkyds, amino resins, saturated and unsaturated polyesters, epoxies, polyamides, ketonic resins, acrylic resin, of all varieties, thermoplastic, and thermosetting resins, hydrocarbon resin, vinyl resins of different types, polymeric, plasticizers, polythene, polycarbonate, silicones, cellulosic plastic, thermosetting and thermo plastic materials, plastic and resinous material, pet bottles, elastomers, emulsions, polymers, surface active and tanning agents.

Registered Office:

202, Devarc, Opp. Iskon Temple, Sarkhej Gandhinagar Highway, Ahmedabad- 380015

By Order of the Board of Directors

10th March, 2012

**SD.
CHAIRMAN**

Notes:

1. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts is annexed hereto.
2. All documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection to the Members of the Company at the Registered Office, at 202, Devarc, Opp. Iskon Temple, Sarkhej Gandhinagar Highway, Ahmedabad- 380015, on any working day except Public Holidays, Saturdays and Sundays between 2.00 p.m. and 4.00 p.m. upto the date of the Extraordinary General Meeting.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED. THE PROXY FORM DULY STAMPED AND EXECUTED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 202, DEVARC, OPP. ISKON TEMPLE, SARKHEJ GANDHINAGAR HIGHWAY, AHMEDABAD- 380015 AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
4. M/s. A. L. Thakker, Chartered Accountants, the Statutory Auditors of the Company, have certified that the said preferential issue is in accordance with the requirements contained in the Guidelines and the said Certificate will be placed before the Extraordinary General Meeting.
5. Members are requested to notify change in address, if any, in case of shares held Electronic form to the concerned Depository Participant quoting their ID. No. and in case of physical shares, to the Share Transfer Agents quoting their Folio Numbers.
6. Members / Proxy holders are requested to produce at the entrance, the attached admission slip for admission into the meeting hall. Duplicate admission slips will not be provided at the hall.

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS AS REQUIRED BY SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO. 1

Your Company has expansion plans **as per revised objects of the Company**, which would call for infusion of funds. The Board is of the opinion that the required funds shall be raised by way of preferential allotment of Equity Shares and Convertible Warrants with the option to the warrant holder to acquire for every warrant one fully paid up equity share of Rs 10/- each at a premium of Rs 40/- each on preferential basis of the Company. It is thought prudent to obtain shareholders' approval for issue of securities through Preferential Allotment of equity shares and Convertible Warrants to the Promoters to enable the Company to raise a part of this fund requirement for the said growth plans as set out in the above Draft Resolution.

Accordingly, in terms of Section 81(1A) of the Companies Act, 1956, the Members are requested to accord their approval to the Special Resolution for raising further capital by preferential issue as proposed in the resolution set out in the notice. Hence the consent of shareholders is being sought for the Special Resolution as proposed in the Notice.

A. Objects of the issue

To augment the long term resources of the Company for meeting the fund requirements for growth plan, to supplement the working capital resources and for general purposes

B. Intention of Subscribers to the offer:

The Promoters and Non promoters has conveyed to the Company in writing of their respective intention to subscribe /to acquire Equity Shares and Convertible Warrants of the Company on preferential basis as proposed under the Special Resolution of the Notice.

C. Shareholding pattern before and after the offer

The shareholding pattern of the Company, before and after the preferential issue assuming allotment of equity shares upon full conversion of all the Convertible Warrants, shall be as under:

Class of Shareholders	Percentage of shareholding before the proposed allotment (As on 17th Feb., 2012)	Percentage of shareholding after allotment of Equity Shares (As on 17th Feb., 2012)	Percentage of shareholding after allotment of Equity Shares on exercise of Convertible Warrants (assuming full exercise of the Convertible Warrants)
Promoter & Promoter Group			
Indian Promoter	34.91	38.14	39.88
Foreign Promoter	NIL	NIL	NIL
Total for Promoter Group	34.91	38.14	39.88
Public Shareholdings			
Institutional	NIL	NIL	NIL
Non Institutional			
Bodies Corporate	20.40	19.39	17.75
Individual	44.36	42.16	42.08
Any Other	0.33	0.31	0.29
Total	100	100	100

D. Proposed time within which the allotment shall be completed

As required under the SEBI Regulations, the allotment of Equity Shares and Convertible Warrants shall be completed within 15 days of the date of passing of the above resolution or within 15 days from the date of approval if pending with any relevant statutory, governmental authorities or departments, institutions or bodies ("**Concerned Authorities**"). The allotment of Equity Shares pursuant to the exercise of option by Warrant holder will be made within a reasonable time after exercise of such option.

E. Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them:

Sr. No	Name of the Proposed Allottee	Percentage of shareholding before the proposed allotment (As on 17th Feb., 2012)	Percentage of shareholding after allotment of Equity Shares (As on 17th Feb., 2012)	Percentage of shareholding after allotment of Equity Shares on exercise of Convertible Warrants (assuming full exercise of the Convertible Warrants)
	Promoter Category			
1	Kamlesh Patel	8.97	11.00	12.56
2	Mukesh Patel	9.02	11.05	12.60

	Non-Promoter Category			
1	Sanjay Sanghvi	0.03	0.03	1.77
2	Vipul Modi	NIL	NIL	0.87
3	Manish Modi	NIL	NIL	0.87

F. Lock-in

The Equity Shares (including those arising out of exercise of right attached to the Convertible Warrants) to be allotted to Promoters pursuant to the proposed special resolution shall be subject to lock-in for a period of 3 years from the date of allotment, consistent with SEBI ICDR Regulations 2009.

The Convertible Warrants allotted to Non-promoters shall be subject to 'lock-in' for a period of one year from the date of their allotment as per clause 78 of the SEBI (ICDR) Regulations, 2009.

The Equity Shares arising out of exercise of right attached to the Convertible Warrants to be allotted to Non-Promoters pursuant to the proposed special resolution shall be subject to lock-in for a period of 1 year from the date of allotment, consistent with SEBI ICDR Regulations 2009.

Further, the entire pre-preferential allotment shareholding of the proposed allottee, if any, shall also be under lock-in from the relevant date upto a period of six months from the date of preferential allotment.

G. Other terms of issue of Convertible Warrants

- o The proposed allottee of the Convertible Warrants shall on or before the date of allotment of Convertible Warrants, pay an amount equivalent to at least 25% of the total consideration per Warrant
- o The holder(s) of each Warrant will be entitled to apply for and obtain allotment of one equity share against such Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the Warrant holder shall pay the balance of the consideration towards the subscription to each equity share.
- o If the entitlement against the Convertible Warrants to apply for equity shares is not exercised within the aforesaid period, the entitlement of the Warrant holders to apply for the equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Convertible Warrants shall stand forfeited.
- o Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share against each Warrant by appropriating Rs.10/- per equity share towards equity share capital and the balance amount paid against each Warrant towards the securities premium amount.
- o The Warrant by itself till converted into equity shares, does not give to the holder(s) thereof any rights of the shareholders of the Company.
- o The equity shares issued as above shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid up equity shares of the Company.

H. Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern however there shall not be any change in the management control of the Company.

I. Auditors' Certificate :

A Certificate from M/s. A. L. Thakker, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009 shall be placed before the meeting of the shareholders

J. Change in Management:

The issue of the Convertible Warrants and their conversion into equal number of equity shares will not result in any change in the management or control of the Company.

In terms of provisions of the Companies Act, 1956, approval of the members is sought under Section 81(1A) of the Companies Act, 1956, for the offer, issue and allotment of the said securities, as detailed in the resolutions. The Board may be authorized to issue the Convertible Warrants/ Equity shares, in accordance with the terms of offer, as detailed in the resolution and to take necessary actions without any limitation for implementation of the resolution.

The Memorandum & Articles of Association of the Company, Auditors' Certificate and other documents referred to in the proposed resolution and in the Explanatory Statement are open for inspection at the Registered Office of the Company on any working day except Public Holidays, Saturdays and Sundays between 2.00 p.m. and 4.00 p.m. upto the date of the Extraordinary General Meeting and will also be placed before the Extraordinary General Meeting.

Your Directors recommend the resolution for your approval as Special Resolution.

None of the Directors of the Company, other than Mr. Mukesh Patel and Mr. Kamlesh Patel are in any way, concerned or interested in the said resolution.

ITEM NO.2

The Board of Directors of the Company decided that in view of increasing Competition and increase in demand for the building materials and to further expand the Business, the Company is planning to venture in the Business of Building Materials and expanding its Marble Division. Further to strengthen the backward integration of the Business of the Company, the Company has ventured into mining, packaging and rasin Businesses. At present, the Object Clause of the Company does not provide for doing the above said Businesses. Pursuant to provisions of the Companies Act, 1956, the approval of the members is required for amending the Object Clause of the Company, to enable the Company to do the above said Businesses.

Your Directors recommend the resolution for your approval as Special resolution.

None of the Directors of the Company are in any way, concerned or interested in the said resolution.

Registered Office:

202, Dev Arc, Opp. Iskon Temple,
Sarkhej Gandhinagar Highway,
Ahmedabad 380 015

By Order of the Board of Directors

**SD
CHAIRMAN**

Date: 10.03.2012

ATTENDANCE SLIP

Regd. Folio/ DP ID & Client ID	
Name and address of the Shareholder	

- 1) I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company being held on Monday, April 09, 2012, at 11.00 a.m. at Hotel Planet Landmark, Ambli- Bopal Road, Near Ashok Vatika, Opp. Ekta Farm, Ahmedabad - 380 058.
- 2) Signature of the Shareholder/Proxy Present
- 3) Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- 4) Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Notice of EOGM for reference at the meeting.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

PROXY FORM

FOR OFFICE USE ONLY	
REGD. FOLIO / DP ID & CLIENT ID	
PROXY NO.	
NO. OF SHARES	

I/We _____
 of _____ in the district of _____ being a member/members of
 ASIAN GRANITO INDIA LIMITED, hereby appoint _____ of
 _____ in the district of _____ or failing him/her
 _____ of _____ in the district of
 _____ or failing him/her _____ of
 _____ in the district of _____ as my/our proxy to attend and vote for
 me/us on my/our behalf at the EXTRA ORDINARY GENERAL MEETING of the Company to be held Monday, April 09, 2012, at
 11.00 a.m. at Hotel Planet Landmark, Ambli- Bopal Road, Near Ashok Vatika, Opp. Ekta Farm, Ahmedabad - 380 058.

Signed this _____ day of _____ 2012.

Affix
revenue
stamp

Signature _____

Note: The Proxy Form must be deposited at the Registered Office of the Bank not less than 48 hours before the time for holding the meeting.

Book Post

If undelivered, please return to :

LINK INTIME
INDIA PVT LTD



UNIT : ASIAN GRANITO INDIA LIMITED
C-13, Kantilal Maganlal Estate, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (W), Mumbai - 400 078.