Asian Granito India Ltd.
Regd. & Corp. Office:
202, Dev Arc, Opp. Iskcon Temple, S. G. Highway,
Ahmedabad-380015. Gujarat, India.
Tel.: +91 79 66125500/698,
Fax.: +91 79 66125600/66058672
info@aglasiangranito.com • www.aglasiangranito.com
CIN : L17110GJ1995PLC027025

AGL TILES
Beautiful Life

Date: 08/12/2018

To,
Corporate Relations Department
Bombay Stock Exchange Limited,
2nd floor, P.J. Tower,
Dalal Street,
Mumbai – 400 001

Company Code: 532888

To,
Corporate Relations Department
National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G-Block
Bandra Kurla Complex
Bandra (E),
Mumbai- 400 051

Company Code: ASIANTILES

Dear Sir,

Sub: Notice for Extra-ordinary General Meeting (EGM) of the Company.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the Extra-ordinary General Meeting (EGM) of Members of the Company will be held on Thursday, 03rd January, 2019 at 10:00 A.M. at H T Parekh Convention Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.

We request you to take above on your records.

Thanking You.

Yours faithfully,

For Asian Granito India Limited

Renuka

Renuka A. Upadhyay

DGM (Legal) & Company Secretary

Asian Granito India Ltd.
Beautiful Life

ASIAN GRANITO INDIA LIMITED
Regd. off: 202, Dev Arc Opposite Iskon Temple, Ahmedabad GUJARAT 380015
CIN : L17110GJ1995PLC027025 | **Phone No.** 079 66125500,
Email: cs@aglasiangranito.com | **Website:** www.aglasiangranito.com

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of Asian Granito India Limited will be held on Thursday, 3rd January, 2019 At 10.00 A.M. at H T Parekh Convention Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015,Gujarat to transact the following business:-

SPECIAL BUSINESS:-

1. Issue of Warrants, Convertible into Equity Shares on Preferential Basis

To consider, and if thought fit, to give your assent/dissent to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as **"the Act"**) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, [hereinafter referred to as "SEBI (ICDR) Regulations"], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time), and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by The Securities and Exchange Board of India ("SEBI"), Government of India ("GOI") or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, the consent of the Company be and is hereby accorded to the Board (which term shall deem to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more its power, including the powers conferred hereunder) to create, offer, issue and allot, on preferential basis, in one or more tranches, 40,00,000 (Forty Lakhs) convertible Warrants of Rs. 245/- each and aggregating to Rs. 98,00,00,000/- (Rupees Ninety Eight Crores) to the non-promoters entities (hereinafter referred to as the "Proposed Allottees/Warrant holder") as more particularly mentioned in the explanatory statement setting out material facts, entitling the warrant holders to exercise option to convert and get allotted one equity share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up against each warrant within 18 (Eighteen) months from the date of allotment of warrants, in such manner and at a price of Rs. 245/- (Rupees Two Hundred Forty Five Only) per share arrived at in accordance with SEBI (ICDR) Regulations and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) The "Relevant Date" pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Warrants, is Monday, 3rd December, 2018, which is a date 30 days prior to the date of Extra Ordinary General Meeting.

b) The price of each equity share to be issued in lieu of the warrants shall be Rs. 245/- (Rupees Two Hundred Forty Five Only) per share as calculated in accordance with the provisions of Regulation 164(1) of Chapter V of the SEBI (ICDR) Regulations, 2018.

c) Amount payable on Application shall be Rs. 61.25 per warrant (25%) and amount payable on Allotment is Rs. 183.75 (75%).

d) The tenure of warrants shall not exceed 18(eighteen) months from the date of allotment of the warrants.

e) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one equity share of face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 235/- per equity share against each Warrant within a period of 18 (eighteen) months from the date of allotment of such warrants.

f) In case the Warrant holder(s) do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.

g) The Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.

h) The said Warrants by itself until exercise of conversion option and equity shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such equity shares as may be required to be issued and allotted upon conversion of the said Warrants and that equity shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects, including entitlement for dividend, with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the Warrants and/or equity shares as aforesaid.

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares allotted upon conversion of Warrants on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to issue proposed Preferential offer letter to the proposed allottees and take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the Warrants and/or equity shares and utilisation of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution."

By the order of the Board
For, ASIAN GRANITO INDIA LIMITED

Kamleshbhai B. Patel
Chairman and Managing Director
(DIN: 00229700)

DATE : 04.12.2018
PLACE: Ahmedabad

Registered Office:-
202, Dev Arc Opposite Iskon Temple, Ahmedabad Gujarat 380015

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act) in respect of Special Business to be transacted at the Extra-ordinary General Meeting (the 'EGM' or 'Meeting'), is annexed and forms part of this Notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.

   The instrument appointing a proxy, in order to be effective, must be deposited at the registered office of the Company, duly filled stamped, completed and signed, not later than 48 hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the meeting.

   A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate, not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. However, a member holding more than 10 (ten) percent of the total share capital of the Company may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form is enclosed with this notice.

3. Incomplete proxy forms shall be considered to be as invalid and the proxy so appointed shall not be entitled to vote on the resolution(s) in the EGM. A proxy holder needs to show his identity at the time of attending the Meeting. Further, in case if the Company receives multiple proxies for the same holding of a member, the proxy which is dated last shall be considered valid, if it is not dated then all the proxies so send by the member shall considered to be as invalid.

4. Corporate members intending to send their authorized representative to attend the Extra-ordinary General Meeting are requested to send to the Company a Certified true copy of the Board Resolution/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.

5. Members, Proxies and Authorised Representative(s) are requested to bring the duly filled and signed Attendance Slips (enclosed), complete in all respect along with their copy of Notice at the venue of EGM in order to enable us to register your attendance at the venue of the EGM.

6. In case of joint holders attending the Meeting, only the member whose name appears to be first will be entitled to vote.

7. Only bonafide members of the Company whose names appear on the Register of Members / Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the EGM.

8. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the members in respect of their shareholding in the Company either in single or with joint names. The members are requested to submit the complete and signed form SH-13 with their Depository Participant (DP) who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent – Link Intime India Pvt. Ltd. (the 'RTA').

9. Members holding shares in physical form are requested to notify/send the following to the RTA of the Company:

   i. Any change in their mailing address;

   ii. Particulars of their bank account, pan no. & e-mail ids in case the same have not been sent earlier;

   iii. Members who hold shares in physical form in multiple folios in identical names are requested to send the share certificate for consolidation into single folio.

   iv. Shareholders are advised to dematerialise their physical securities since requests for effecting transfer of physical securities (except in case of transmission or transposition of securities) shall not be permitted from 1st April, 2019.

   Further, please note that Members holding equity shares in electronic form are requested to contact to their DP with whom they are maintaining the demat accounts for updation in address, pan no., e-mail IDs, Bank details, Bank mandate, ECS mandate, etc.

10. All the documents referred to in the accompanying Notice and the Explanatory Statement, are open for inspection at the Registered Office of the Company during the business hours, except on holidays, upto and including the date of EGM and copies there of shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company.

11. A Route Map along with Prominent Landmark for easy location to reach the venue of the EGM is annexed with the Notice of EGM and is also available on the website of the Company.

12. (a) The electronic copy of the Notice of the EGM (along with Proxy Form, Attendance Slip and Route Map to the EGM Venue) is being sent to all the members whose email IDs are registered with the Company/ DPs. For Members, who have not registered their email address, physical copies of the Notice of the EGM (along with Proxy Form, Attendance Slip and Route Map to the EGM Venue) are being sent through permitted mode.

   (b) We urge members to support our commitment to environmental protection by choosing to receive Notices, Annual Reports and other documents / communications through electronic mode by updating your email addresses with the Company or DPs.

13. The Notice of EGM (along with Proxy Form, Attendance Slip and Route Map to the EGM Venue) is available at the Company's website www.aglasiangranito.com. The Notice of the EGM is also available on www.evoting.cdsl.co.in

14. The Company has dedicated E-mail address info@aglasiangranito.com /cs@aglasiangranito.com for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.

15. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including amendment thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the Extra-ordinary General Meeting by electronic means and the items of business given in the Notice of the EGM may be transacted through e-voting services. The facility of casting vote through e-voting system from a place other than venue of the EGM ('remote e-voting') will be provided by Central Depository services Limited ('CDSL').

    The facility of the remote e-voting through electronic means is as an alternate to all members to enable them to cast their votes electronically instead of casting their vote physically at the Meeting. The facility for voting through Ballot Paper shall also be made available at the EGM and Members who have cast their votes by remote e-voting prior to the EGM may attend EGM but shall not be entitled to cast their votes again.

16. The e-voting period commences at 09:00 a.m. IST on Monday, 31st December, 2018 and ends at 5:00 p.m. IST on Wednesday 02nd January, 2019. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of 27th December, 2018 ('Cut-off date'), may cast their vote by remote e-voting. No remote e-voting shall be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled for voting

upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

17. Mr. Rajesh Parekh, Practicing Company Secretary (Membership No. A8073) and failing him Mr. Sharvil Suthar, Practicing Company Secretary (Membership No. A44977) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

18. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 days after the conclusion of the EGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.aglasiangranito.com and on the website of CDSL immediately after the result is declared by the Chairman and the same shall be simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited.

19. The resolution shall be deemed to be passed on the date of EGM, subject to the receipt of sufficient votes.

20. Voting process and instruction regarding e-voting:

    The instructions for shareholders voting electronically are as under:

    (i) The voting period begins on 09:00 a.m. IST on Monday, 31st December, 2018 and ends on 5:00 p.m. IST on Wednesday 02nd January, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27th December, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

    (iii) Click on Shareholders.

    (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

    (v) Next enter the Image Verification as displayed and Click on Login.

    (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

    (vii) If you are a first time user follow the steps given below:

    For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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 as mentioned in instruction (iv).

    (viii) After entering these details appropriately, click on "SUBMIT" tab.

    (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

    (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

    (xi) Click on the EVSN for the relevant Company Name ASIAN GRANITO INDIA LIMITED on which you choose to vote.

    (xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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 and enter the details as prompted by the system.

(xviii) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- 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, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANTORY STATEMENT AS REQUIRED U/S. 102 OF THE COMPANIES ACT, 2013.

ITEM NO.1:

The Board of Directors in their meeting held on 4th December, 2018 subject to necessary approval(s), has approved the proposal for raising funds and for that to issue and allot 40,00,000 (Forty Lakhs) convertible warrants of Rs. 245/- aggregating to Rs. 98,00,00,000/- (Rupees Ninety Eight Crores) of the Company to Non-Promoter entities on preferential basis.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

1. Objects of the Preferential Issue:

   The object of raising equity share capital by issuing warrants are:

   i. To fund long term capital requirements for future growth of the company;

   ii. To meet working capital requirement and reducing debts; and

   iii. To meet General Corporate Purpose.

2. The total number of securities to be issued:

   The Board intends to offer, issue and allot 40,00,000 (Forty Lakhs) Warrants of Rs. 245/- aggregating to Rs. 98,00,00,000/- (Rupees Ninety Eight Crores) on preferential basis in accordance with SEBI (ICDR) Regulations, 2018 and other applicable laws.

3. Pricing of preferential issue:

   The price of each equity share to be issued in lieu of Warrants is fixed at Rs. 245/- (Rupees Two Hundred Forty Five Only) per share including premium of Rs. 235/- (Rupees Two Hundred thirty Five Only) per share as determined in terms of Regulation 164(1) of Chapter V of the SEBI (ICDR) Regulations on the basis of the Relevant Date. Further, the Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so.

4. Basis on which price has been arrived at along with report of the registered valuer:

   The Company is listed on National Stock Exchange Limited (NSE) and Bombay Stock Exchange Limited (BSE) and the equity shares of the Company are traded in accordance with Regulation 164(1) of the ICDR Regulations.

   The price has been determined on the basis of the quotes available on the National Stock Exchange and Bombay Stock Exchange Limited having highest trading volume during the preceding twenty six weeks or preceding two weeks prior to the relevant date.

5. The proposal / intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the Offer:

   The Promoter/ Directors or Key managerial Personnel do not intend to subscribe to this preferential issue offer. The preferential issue of warrants is being made to non-promoters as more particularly set out at point No. 09 below.

6. Relevant date:

   The "Relevant Date" in terms of Regulation 161 of the SEBI (ICDR) Regulations for determination of minimum price is Monday, 3rd December, 2018, being a date which is 30 (Thirty) days prior to the date of proposed Extra Ordinary General Meeting which is 3rd January, 2019 to approve the proposed preferential issue.

7. The class or classes of persons to whom the allotment is proposed to be made:

   The allotment is proposed to be made to the Proposed Non-promoter Allottees as mentioned at point no. 09 below.

8. Shareholding Pattern before and after the Preferential Issue:

Sr. No.	Category	Pre-Issue Equity holdings		Allotment of equity warrants		Post-Issue Equity holdings *(Assuming full conversion of 40,00,000) convertible warrants)	
		No of shares	% of shareholding	No of warrants	% of warrant holding	No of shares	% of shareholding
A.	**Promoter holding**						
1.	Indian						
	Individual	9755715	32.42	0	0	9755715	28.62
	Bodies Corporate	0	0	0	0	0	0
	Relatives	0	0	0	0	0	0
	Sub Total	0	0	0	0	0	0
2.	Foreign Promoters	0	0	0	0	0	0
	Sub Total (A)	**9755715**	**32.42**	**0**	**0**	**9755715**	**28.62**

B.	**Non- Promoter Holding**						
1.	Institutional Investors	3307719	10.99	0	0	3307719	9.71
2.	Non-Institutions	0	0	0	0	0	0
	Private Corporate Bodies/ Limited Liability Partnerships	4621549	15.36	4000000	0	8621549	25.29
	Directors and Relatives	335639	1.12	0	0	335639	0.98
	Indian Public	10662812	35.44	0	0	10662812	31.28
	Others (Including NRIs)	1404012	4.67	0	0	1404012	4.12
	Sub Total (B)	**20331731**	**67.58**	0	0	**24331731**	**71.38**
	GRAND TOTAL	**30087446**	**100.00**	0	0	**34087446**	**100.00**

9. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

S No.	Name & Address of the proposed allottees	Category	PAN	Identity of ultimate beneficial owners	No. & % of Equity Shares held prior to the Preferential Allotment		No. & % of Warrants to be issued and allotted		No. & % of Post Issue Equity and Voting Share Capital *(Assuming full allotment of 40,00,000 equity shares)	
					No of shares	%	No of Warrants	%	No of shares	%
1	Santario Ceramics Private Limited Srinagar Road No. 10, Idar Himmatnagar Sabarkantha Gujarat 383430 India	Non-promoter	AAGCC2215E	Mr. Hiteshbhai Shantilal Suthar and Mr. Bhikhabhai Faljibhai Patel being the Promoters and Directors of the Company	0	0	20,00,000	6.65	20,00,000	5.87
2	Oxento Ceramics Private Limited Srinagar Road No.10, Idar Sabarkantha Gujarat 383430 India	Non-promoter	AACCO6679G	Mr. Hiteshbhai Shantilal Suthar and Mr. Bhikhabhai Faljibhai Patel being the Promoters and Directors of the Company	0	0	20,00,000	6.65	20,00,000	5.87
	TOTAL						40,00,000	13.30	40,00,000	11.74

10. Change in control consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

11. Undertaking:

The Company hereby undertakes that:

i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.

ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.

iii. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

12. Auditors' Certificate:

M/s. Manubhai & Shah LLP, Chartered Accountants, Ahmedabad, the Statutory Auditors of the Company has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.

13. Lock-in Period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, anyway, concerned or interested, in the above resolution since proposed resolution pertains to the preferential issue of warrants to non-promoter entities.

By the order of the Board
For, ASIAN GRANITO INDIA LIMITED

Mr. Kamleshbhai B. Patel
Chairman and Managing Director
(DIN: 00229700)

DATE : 04.12.2018
PLACE: Ahmedabad

Registered Office:-
202, Dev Arc Opposite Iskon Temple, Ahmedabad Gujarat 380015.

ASIAN GRANITO INDIA LIMITED

Regd. off: 202, Dev Arc Opposite Iskon Temple, Ahmedabad GUJARAT 380015
CIN : L17110GJ1995PLC027025 **| Phone No.** 079 66125500,
Email: cs@aglasiangranito.com | **Website:** www.aglasiangranito.com

ATTENDANCE SLIP

DPID/ CLIENT ID : ______________ Registered Folio No. : ______________ No of Shares : ______________

Name(s) and address of the Shareholders/Proxy in Full:

____

____

____

I, Certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on Thursday, 3rd January, 2019 at 10.00 A.M. at H T Parekh Convention Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015, Gujarat.

____
Signature of Shareholder/ Proxy

NOTE : Please fill in the Attendance Slip and hand it over at the entrance of the Hall.

ASIAN GRANITO INDIA LIMITED

Regd. off: 202, Dev Arc Opposite Iskon Temple, Ahmedabad GUJARAT 380015
CIN : L17110GJ1995PLC027025 **| Phone No.** 079 66125500,
Email: cs@aglasiangranito.com | **Website:** www.aglasiangranito.com

FORM MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L17110GJ1995PLC027025
Name of the company:	ASIAN GRANITO INDIA LIMITED
Registered office:	202, Dev Arc Opposite Iskon Temple, Ahmedabad GUJARAT 380015.

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of …………. shares of the above named company, hereby appoint

1. Name : ______________________
   Address : ______________________
   E-mail Id : ______________________
   Signature : ______________________
2. Name : ______________________
   Address : ______________________
   E-mail Id : ______________________
   Signature : ______________________
3. Name : ______________________
   Address : ______________________
   E-mail Id : ______________________
   Signature : ______________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Thursday, 3rd January, 2019 at 10.00 A.M at the H T Parekh Convention Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	**Particulars**
1.	Issue of Warrants, Convertible Into Equity Shares On Preferential Basis

Signed this ______________ day of _______ 2019.

Signature of shareholder ____________________

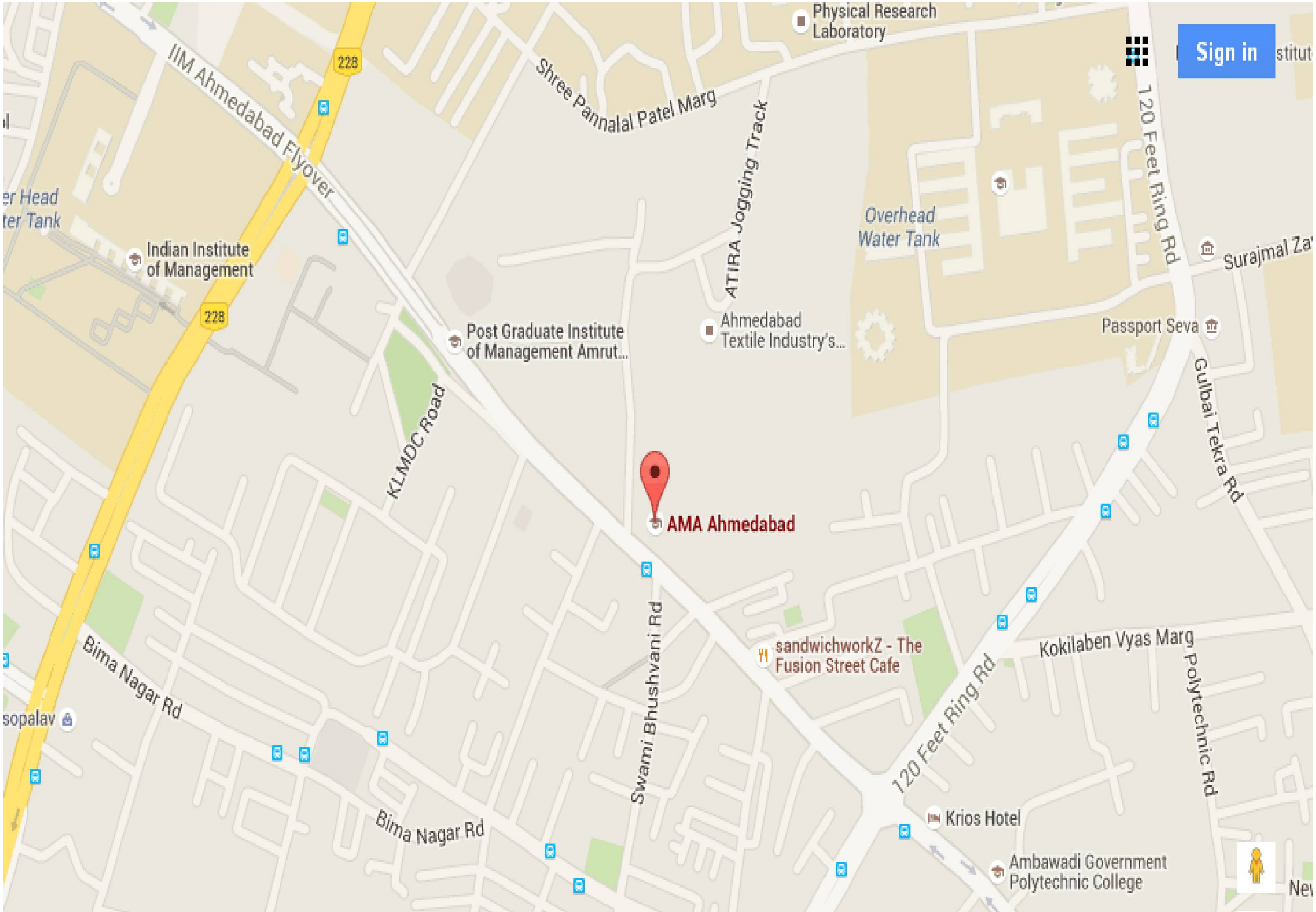
Signature of Proxy holder(s) ____________________

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

   ** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or ' Against ' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

ROUTE MAP TO EGM VENUE



Book - Post / Courier

To,

If un-delivered, please return to :

Asian Granito India Ltd.
Beautiful Life

ASIAN GRANITO INDIA LIMITED

Regd. off: 202, Dev Arc Opposite Iskon Temple, Ahmedabad GUJARAT 380015
CIN : L17110GJ1995PLC027025 **| Phone No.** 079 66125500,
Email: cs@aglasiangranito.com | **Website:** www.aglasiangranito.com