

NOTICE:

Notice is hereby given that the 26th Annual General Meeting of the Members of **Ace Stone Craft Limited (“the Company”)** will be held on Friday, the 21st day of September, 2018 at 10:30 A.M. at the Registered Office of the Company at Plot No. 1210, Mahanadivihar, P.O. Nayabazar, Cuttack, Orissa-753004 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2018, the reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Anil Arya (DIN: 05153603), who, retires by rotation at this Annual General Meeting, and being eligible, offers himself for Re- Appointment.
3. To re-appointment of Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and as per the recommendations of the Board of Directors and pursuant to the approval of members at the Previous 23rd Annual General Meeting, the Company be and is hereby appointed M/s VBR & Associates, Chartered Accountants, for a period of 3 financial year who has confirmed their eligibility in terms of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014 and to act as Statutory Auditors of the Company till the conclusion of the 26th Annual General Meeting and now he is re-appointed as statutory auditor for a period of 2 financial years with the approval of members at the 26th Annual General Meeting, who has confirmed their eligibility in terms of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014 and to act as Statutory Auditors of the Company till the conclusion of the 28th Annual General Meeting of the company and the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018 as may be determined with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

RESOLVED FURTHER THAT any Director of the Company authorized by Board of Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Cuttack, Stock Exchange and any other Statutory authority and to do such other acts, deeds things & execute all such documents, undertaking as may be considered necessary in connection with or incidental for giving effect to the aforesaid resolution.”

SPECIAL BUSINESS:

4. Regularization of Mr. Chetan Sharma (DIN: 08204492) as an Executive Director and in this regard to consider and if thought fit, to pass the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Chetan Sharma (DIN: 08204492), who was appointed as Additional Executive Director on August 9, 2018 and whose term expires at the

ensuring Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the director be and is hereby appointed as director of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

5. Regularization of Ms. Shivani Bhadoriya (DIN: 08199970) as Woman Director and in this regard to consider and if thought fit, to pass the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Shivani Bhadoriya (DIN: 08199970), who was appointed as an Additional Woman Director on August 9, 2018 and whose term expires at the ensuring Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the director be and is hereby appointed as director of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Certified True Copy

For and on behalf of Board of Directors of
Ace Stone Craft Limited

NARESH AGGARWAL

Managing Director

DIN: 07815393

Date: 23rd August, 2018

Place: Gurugram

Address: 802, The Manmeet Society
Plot No. GH-3, Near Artemis Hospital,
Sector-51, Gurgaon – 122002 Haryana

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.

A member holding more than ten percent 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 a proxy for any other person or shareholder. A blank proxy form is enclosed herewith and if intended to be used, the form duly completed should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.

2. Route map of the venue of the meeting is given at the end of the notice.
3. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.**
4. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution/other valid authorization, authorizing their representative to attend and vote on their behalf at the Meeting.
5. Brief resume of Directors proposed to be appointed/re-appointed, their age, qualification, date of first appointment on the Board, experience, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships with other directors / key managerial personnel, number of meetings of the Board attended during the year are provided in the Corporate Governance Report forming part of the Annual Report.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office and copies thereof shall also be available for inspection at the Corporate Office of the Company on all working days, except Saturdays, (between 10 a.m. to 1.00 p.m.) up to the date of the Meeting. Copies of such document shall also be made available at the meeting.
10. The Company has notified closure of Register of Members and Share Transfer Books from 15th September, 2018 to 21st September 2018 (both days inclusive) for the purpose of the Annual General Meeting.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their

address or bank mandates immediately to the Company / its Registrars and Transfer Agents, MAS Services Limited (“MAS”).

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / MAS.
13. Members desirous of making a nomination in respect of their shareholding in the Company, in physical mode, as permitted under Section 72 of the Companies Act, 2013, are requested to write to MAS, Company’s Registrar and Transfer Agents. In respect of the shareholding in demat mode, please contact the respective depository participant, with whom the Member is having demat account.
14. Members who hold shares in multiple folios or joint accounts in the same order of names are requested to send the share certificates to MAS or contact their depository participant as the case may be, for consolidation into a single folio.
15. Non-Resident Indian Members are requested to inform MAS, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. **In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, the Company is pleased to provide members with facility to exercise their votes by electronic means (e-voting). Communication containing detailed instructions in this regard is being sent separately.**

Certified True Copy

For and on behalf of Board of Directors of
Ace Stone Craft Limited

NARESH AGGARWAL
Managing Director
DIN: 07815393

Date: 23rd August, 2018
Place: Gurugram

Address: 802, The Manmeet Society
Plot No. GH-3, Near Artemis Hospital,
Sector-51, Gurgaon – 122002 Haryana

STATEMENT IN RESPECT OF SPECIAL BUSINESS 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. 4:

The Board of Director of the Company had appointed Mr. Chetan Sharma (DIN: 08204492) as an Additional Executive Director on the Board of the Company on 9th day of August, 2018 in accordance with the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Directors of the Company propose to re-appointment of Mr. Chetan Sharma as an Executive Director of the Company at a monthly Managerial Remuneration for an amount of Rs. 43,000/- (Rupees Forty Three Thousand Only) including all perquisites and allowances (taxes also) by according approval of members by way of Special Resolution.

Mr. Chetan Sharma is not disqualified from being appointed as a Director in terms of Section 196 of the Act and has given his consent to act as a Director.

Item No. 5:

The Board of Directors of the Company had appointed Ms. Shivani Bhadoriya (DIN: 08199970) as Woman Director on the Board of the Company on 9th day of August, 2018 in accordance with the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Directors of the Company propose to re-appointment of Ms. Shivani Bhadoriya as Woman Director of the Company at a monthly Sitting Fee for an amount of Rs. 10,000/- (Rupees Ten Thousand Only) including all perquisites and allowances (taxes also) by according approval of members by way of Special Resolution.

Ms. Shivani Bhadoriya is not disqualified from being appointed as a Director in terms of Section 196 of the Act and has given his consent to act as a Director.

Certified True Copy

For and on behalf of Board of Directors of
Ace Stone Craft Limited

NARESH AGGARWAL

Managing Director

DIN: 07815393

Address: 802, The Manmeet Society
Plot No. GH-3, Near Artemis Hospital,
Sector-51, Gurgaon – 122002 Haryana

Date: 23rd August, 2018

Place: Gurugram

Instructions for E-Voting:

Dear Members,

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the 26th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (<http://www.acestonecraft.com/>).

The E-Voting period commences at 9:00 a.m. on 17th September, 2018 and ends at 5:00 pm on 20th September, 2018. During this period shareholders’ of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The Company has appointed **Mr. Sunni Gupta, Practicing Company Secretary**, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of September 14th, 2018**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 14th, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contactus@acestonecraft.com / sm@masserv.com.

NOTE: The “remote e-voting” end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting

The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The Facility for Voting at AGM shall be decided by the company i.e. “remote e-voting” or “Ballot Paper” or “Poling Paper”

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of (Ace Stone Craft Limited). Members can cast their vote online from 17th September, 2018 (09:00 A.M.) till 20th September, 2018 (5:00 P.M.).
Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at cs.sunnigupta@gmail.com with a copy marked to evoting@nsdl.co.in .

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if

any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Other information:

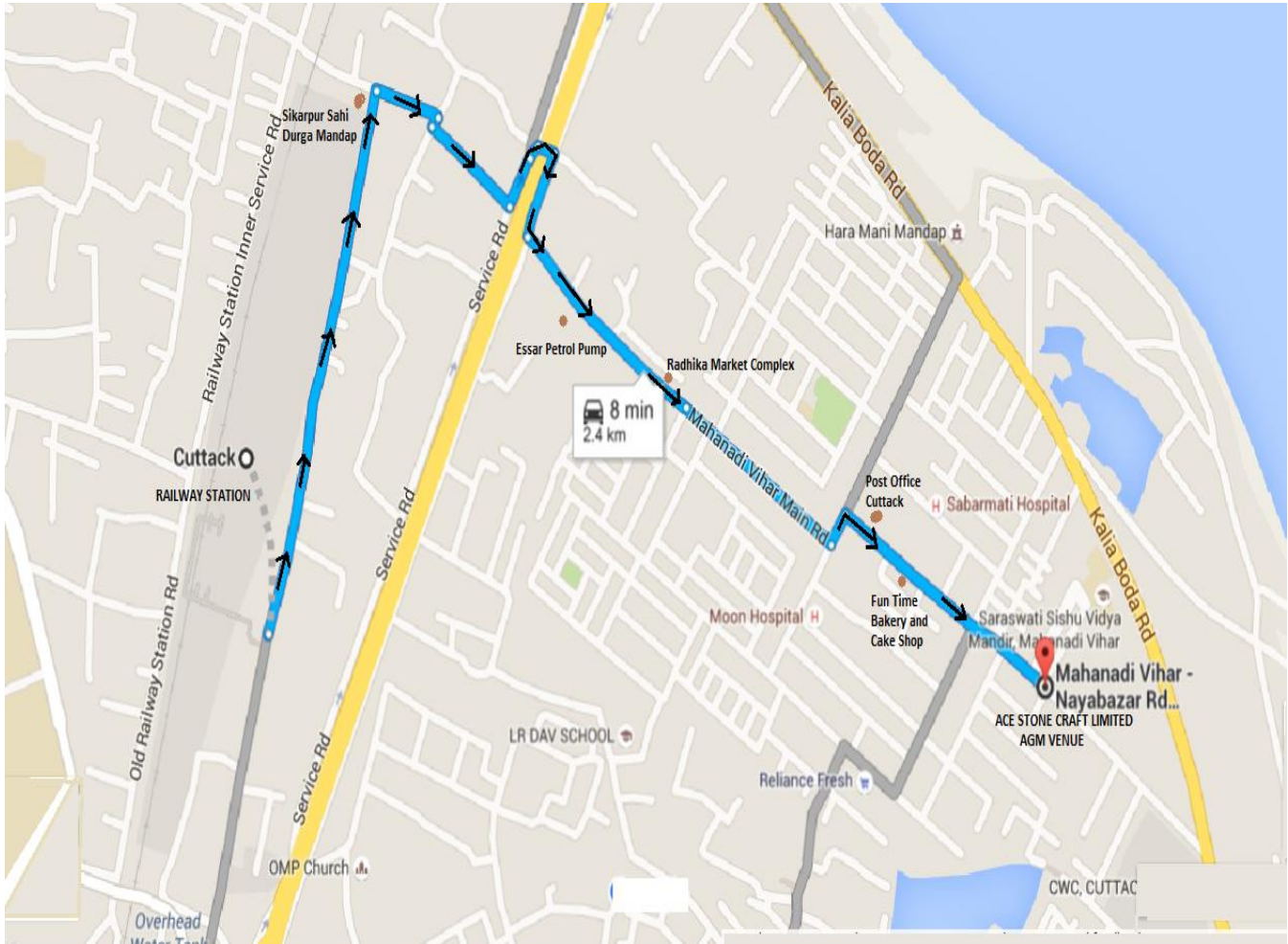
- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Assuring you of our best services,

Regards,
e-Voting support desk
National Securities Depository Limited (www.nsdl.co.in)

Route Map to the Venue of the 26th Annual General Meeting



ACE STONE CRAFT LIMITED
CIN – L26994OR1992PLC003022

Regd. office: Plot No.1210, Mahanadivihar P.O. Nayabazar, Cuttack Orissa, 753004 India

ACE STONE CRAFT LIMITED
CIN – L26994OR1992PLC003022

Regd. office: Plot No.1210, Mahanadivihar P.O. Nayabazar, Cuttack Orissa, 753004 India

Corp. office: Third Floor, Plot No B- 103, South City-I, Gurugram, Haryana- 122001

Tel: +91 - 0124 - 4577738

Email:contactus@acestonecraft.com Website:www.acestonecraft.com

ATTENDANCE SLIP

Name of the sole / first named member

.....

Address of the sole / first named member

.....

Registered Folio No

.....

DP ID No./Client ID No.*

.....

Number of shares held

.....

I hereby record my presence at the 26th Annual General Meeting of the Company held on Friday, 21st September, 2018 at the registered office of the company at Plot No. 1210, Mahanadivihar, P.O. Nayabazar, Cuttack, Orissa-753004 at 10:30 A.M.

Signature of Member/Proxy present



Note: Members are requested to fill up the attendance slip and hand it over at the venue of the meeting.

*Applicable for investors holding shares in electronic form.

-----Tear here-----

ACE STONE CRAFT LIMITED
CIN – L26994OR1992PLC003022

Regd. office: Plot No.1210, Mahanadivihar P.O. Nayabazar, Cuttack Orissa, 753004 India

Corp. Office: Third Floor, Plot No B- 103, South City-I, Gurugram, Haryana- 122001

Tel: +91 - 0124 – 4577738

Email:contactus@acestonecraft.com Website:www.acestonecraft.com

PROXY FORM

Form No. MGT-11

Pursuant to Section 105(6) of the Companies Act and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014

Name of the member(s) :.....

Registered Address :.....

Email Id:.....

Folio No/ Client ID DP ID.....

I/We.....being the member(s) of
Equity Shares of the above named Company, hereby appoint :

1. Name:.....

Address.....

E-mail Id:Signature:;or failing him

2.Name:.....

Address :

E-mail Id:Signature:;or failing him

3. Name:.....

Address:

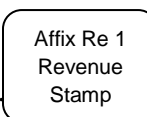
E-mail Id:Signature:.....

As my / our proxy attend and vote (on a poll) for me / us and on my / our behalf at the 26th Annual General Meeting of the Company to be held on Friday, 21st September, 2018 at the registered office of the company at Plot No. 1210, Mahanadivihar, P.O. Nayabazar, Cuttack, Orissa-753004 at 10:30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
1.	Consideration and Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors thereon		
2.	Re-appointment of Mr. Anil Arya (DIN: 05153603) as a director of the Company, liable to retire by rotation.		
3.	Appointment of Auditors and fixing their remuneration.		
4.	To regularize Mr. Chetan Sharma (DIN: 08204492) as an Executive Director.		
5.	To regularize Ms. Shivani Bhadoriya (DIN: 08199970) as Woman Director.		

Signed this day of 2018.

Signature of shareholder.....



Signature of Proxy Holder(s): 1)2)3)

Note:

- 1) Please complete all the details including details of member(s) in the above Box before submission.
- 2) It is optional to 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 Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- 3) **A proxy can act on behalf of such number of member or members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. Provided that a member holding 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.**
- 4) The 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.