

# ACE STONE CRAFT LIMITED

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## NOTICE

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the members of **Ace Stone Craft Limited (“the Company”)** will be held on August 05, 2016 at 10.00 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 year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Jatin Garg (DIN: 06810026), who, retires by rotation at this Annual General Meeting, and being eligible, offers himself for re- appointment.
3. To ratify the 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 the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the approval of members at the 23<sup>rd</sup> Annual General Meeting, the appointment of M/s. VBR & Associates, Chartered Accountants, Delhi, (ICAI Firm Registration No. 013174N) be and is hereby ratified till the conclusion of 25<sup>th</sup> Annual General Meeting, of the Company on such remuneration as may be decided by the Board of Directors of the Company.”

### SPECIAL BUSINESS

4. To re-appoint Mr. Sandeep Kumar (DIN: 07000717) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 („the act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sandeep Kumar (DIN : 07000717), Independent Director of the Company, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a further term of 3 (three) consecutive years from the date of this Annual General Meeting upto August 04, 2019.”

5. To re-appoint Ms. Seema Malhotra (DIN: 07143078) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 16, 17 and other applicable regulation of the SEBI (Listing

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Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Seema Malhotra (DIN: 07143078), Independent Director of the Company, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a further term of 3 (three) consecutive years from the date of this Annual General Meeting upto August 04, 2019.”

6. To appoint Mr. Shiv Shankar Singhal (DIN: 07177451) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 („the act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Shiv Shankar Singhal (DIN: 07177451), who was appointed as an Additional Director (Independent) of the Company, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term upto May 25, 2021.”

7. To adopt Memorandum of Association as per Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4 & 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Cuttack, Orissa, to adopt Memorandum of Association prescribed under Companies Act, 2013 with the following changes with immediate effect:

- Clause III (B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association be and hereby replaced with the title “**MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:-**
- Clause IV of the Memorandum of Association (Liability Clause) the Liability of the members is limited be and hereby replaced with “**The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors and Company Secretary of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Cuttack, Orissa.”

8. To adopt new set of Articles of Association and in this regards to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 142 with the new regulations 1 to 94, be and is hereby adopted as new regulations of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company be and is hereby severally authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the afore said Resolution along with filing of necessary E-forms with the Registrar of Companies, Cuttack, Orissa.”

**By the Order of the Board of Directors**

**For Ace Stone Craft Limited**

Place: New Delhi

Date: June 30, 2016

**Geetanjali Sharma**

Company Secretary

**Registered Office:**

Plot No.1210, Mahanadivihar

P.O. Nayabazar, Cuttack

Orissa, 753004 India

**Telephone:** +91 - 011 - 47055534

**Website:** [www.acestonecraft.com](http://www.acestonecraft.com)

**Email id:** [contactus@acestonecraft.com](mailto:contactus@acestonecraft.com)

### 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 HIMSELF 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 authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution/other valid authorization, authorising 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.) upto 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 30<sup>th</sup> July 2016 to 05<sup>th</sup> August 2016 (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.**

### **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 Members in the last Annual General Meeting had appointed Mr. Sandeep Kumar as an Independent Director on the Board of the Company in accordance with the provisions of Sections 149, 152 read with Schedule IV to the Companies Act 2013 and Clause 49 of the Listing Agreement.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, re-appointment of an Independent Director requires approval of members by way of special resolution.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sandeep Kumar for the office of Independent Director of the Company. Mr. Sandeep Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Further, the Company has received a declaration from Mr. Sandeep Kumar that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Sandeep Kumar fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Sandeep Kumar is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Mr. Sandeep Kumar, his age, qualification, date of his first appointment on the Board, experience, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship with other directors / key managerial personnel, number of meetings of the Board attended during the year and other details as stipulated under the Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sandeep Kumar is re-appointed as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and his satisfactory performance, the Board of Directors have proposed that Mr. Sandeep Kumar be re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a further term of 3 (three) consecutive years from the date of this Annual General Meeting upto August 04, 2019.

Copy of the draft letter for appointment of Mr. Sandeep Kumar as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office/corporate office of the Company.

Save and except Mr. Sandeep Kumar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

### **Item No.5**

The Members in the last Annual General Meeting had appointed Ms. Seema Malhotra as an Independent Director on the Board of the Company in accordance with the provisions of Sections 149, 152 read with Schedule IV to the Companies Act 2013 and Clause 49 of the Listing Agreement.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, re-appointment of an Independent Director requires approval of members by way of special resolution.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Seema Malhotra for the office of Independent Director of the Company. Ms. Seema Malhotra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Further, the Company has received a declaration from Ms. Seema Malhotra that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Ms. Seema Malhotra fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Ms. Seema Malhotra is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Ms. Seema Malhotra, his age, qualification, date of his first appointment on the Board, experience, nature of his expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship with other directors / key managerial personnel, number of meetings of the Board attended during the year and other details as stipulated under the Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Seema Malhotra is re-appointed as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and her satisfactory performance, the Board of Directors have proposed that Ms. Seema Malhotra be re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a further term of 3 (three) consecutive years from the date of this Annual General Meeting upto August 04, 2019.

Copy of the draft letter for appointment of Ms. Seema Malhotra as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office/corporate office of the Company.

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Save and except Ms. Seema Malhotra and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

### **Item No.6**

The Board of Directors of the Company, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Shiv Shankar Singhal as Additional Director (Independent) on the Board of the Company on May 15, 2015, in accordance with the provisions of Sections 161(1) and 149 read with Schedule IV to the Companies Act 2013, Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company. He holds office as an additional director upto the date of this Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of Members of the company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Shiv Shankar Singhal for the office of Independent Director of the Company. Mr. Shiv Shankar Singhal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Further, the Company has received a declaration from Mr. Shiv Shankar Singhal that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Shiv Shankar Singhal fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Shiv Shankar Singhal is independent of the management and possesses appropriate skills, experience and knowledge

Brief resume of Mr. Shiv Shankar Singhal, his age, qualification, date of first appointment on the Board, experience, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship with other directors / key managerial personnel, number of meetings of the Board attended during the year and other details stipulated under the Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Shiv Shankar Singhal is appointed as an Independent Director of the Company.

Copy of the draft letter for appointment of Mr. Shiv Shankar Singhal as an Independent Director setting out the terms and conditions is available for inspection by Members at the registered office/corporate office of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Shiv Shankar Singhal be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term upto May 25, 2021.



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Save and except Mr. Shiv Shankar Singhal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

### **Item No.7 and 8**

The existing memorandum and articles of Association (MOA & AOA) were based on the Companies Act, 1956 and some of which are no longer in force.

With the coming of the Companies Act, 2013 into force, several regulations of the existing MOA & AOA of the company requires alterations or deletions at several places.

In order to comply with the provisions of the Companies Act, 2013, it is considered expedient to wholly replace the existing MOA & AOA by adopting them afresh. Therefore, your directors recommend the resolution as set out in item no. 7 and 8 for the approval of the shareholders.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board commends the special resolutions set out at Item No. 7 & 8 of the Notice for approval by Members.

**By the Order of the Board of Directors**

**For Ace Stone Craft Limited**

Place: New Delhi

Date: June 30, 2016

**Geetanjali Sharma**

Company Secretary

**Registered Office:**

Plot No.1210, Mahanadivihar

P.O. Nayabazar, Cuttack

Orissa, 753004 India

**Telephone:** +91 - 011 - 47055534

**Website:** [www.acestonecraft.com](http://www.acestonecraft.com)

**Email id:** [contactus@acestonecraft.com](mailto:contactus@acestonecraft.com)

## **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 24<sup>th</sup> 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 24<sup>th</sup> 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 am on August 02, 2016 and ends at 5:00 pm on August 04, 2016. 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. Vikas Bansal Practising 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 July 29, 2016. 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. July 29, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [contactus@acestonecraft.com](mailto:contactus@acestonecraft.com)/ [sm@masserv.com](mailto: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](http://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 August 02, 2016 (9 :00 am) till August 04, 2016 (5:00 pm).

**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 ( [csvikasbansal@gmail.com](mailto:csvikasbansal@gmail.com) ) with a copy marked to [evoting@nsdl.co.in](mailto: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 favour 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:

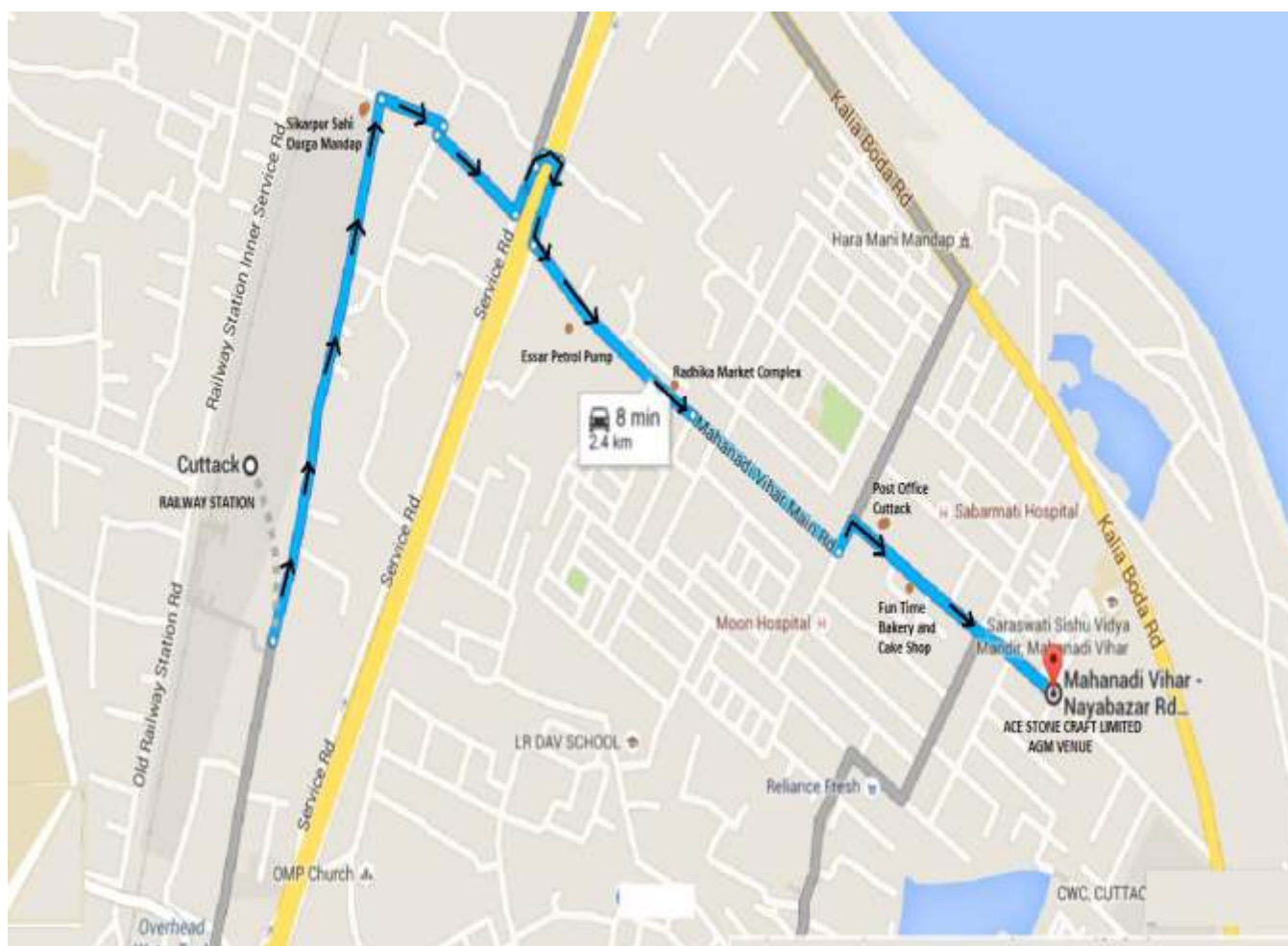
- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the 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](http://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](http://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](http://www.nsdl.co.in))

**Route Map to the Venue of the 24<sup>th</sup> Annual General Meeting**



# ACE STONE CRAFT LIMITED

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## ACE STONE CRAFT LIMITED

**CIN – L26994OR1992PLC003022**

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

**Tel:** +91 - 011 - 47055534

**Email:** [contactus@acestonecraft.com](mailto:contactus@acestonecraft.com) **Website:** [www.acestonecraft.com](http://www.acestonecraft.com)

Corp. office: 304, Vikas Surya Tower DC Chowk, Sector-9 Rohini, New Delhi-110085

**Tel:** +91 - 011 - 47055534

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### 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 24<sup>th</sup> Annual General Meeting of the Company held on Friday, August 05, 2016 at the registered office of the company at Plot No. 1210, Mahanadivihar, P.O. Nayabazar, Cuttack, Orissa-753004 at 10:00 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

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### 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:.....

## ACE STONE CRAFT LIMITED

As my / our proxy attend and vote (on a poll) for me / us and on my / our behalf at the 24<sup>th</sup> Annual General Meeting of the Company to be held on Friday, August 05, 2016 at the registered office of the company at Plot No. 1210, Mahanadivihar, P.O. Nayabazar, Cuttack, Orissa-753004 at 10:00 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. Jatin Garg as a director of the Company, liable to retire by rotation		
3.	Appointment of Auditors and fixing their remuneration		
4.	Re-appointment of Mr. Sandeep Kumar as an Independent Director		
5.	Re-appointment of Ms. Seema Malhotra as an Independent Director		
6.	Appointment of Mr. Shiv Shankar Singhal as an Independent Director		
7.	Adoption of Memorandum of Association as per Companies Act, 2013		
8.	Adoption of Articles of Association as per Companies Act, 2013		

Signed this ..... day of ..... 2016.

Signature of shareholder.....

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

Affix ₹ 1  
Revenue  
Stamp

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.