

ACE STONE CRAFT LIMITED

CIN: L26994OR1992PLC003022

Regd. Office: Plot No.1210, Mahanadivihar P.O. Nayabazar, Cuttack, Orissa- 753004

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

Email: contactus@acestonecraft.com , **Website:** www.acestonecraft.com , **Ph:** 0124- 4577738

NOTICE OF POSTAL BALLOT

[Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the “Act”), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re- enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws and regulations, to transact the Special Businesses set out below, by the Members of **Ace Stone Craft Limited** by passing respective Resolution through Postal Ballot.

Your consideration and approval is sought for the Resolution annexed herewith. The Explanatory Statement under Section 102 of the Companies Act, 2013 read with rules made thereto, setting out the material facts and the reasons for the Resolution is also appended herewith. Ms. Akshi Jain, Proprietor of M/s Jain Akshi & Associates, Practicing Company Secretary having Membership No. 32912 and Certificate of Practice No. 12109 has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members desiring to exercise their vote by way of Postal Ballot are requested to carefully read the instructions printed on this Postal Ballot Notice and the Postal Ballot Form and return the completed Postal Ballot Form in the enclosed self-addressed postage pre-paid Envelope (if posted in India), so as to reach the Scrutinizer at Building No. 920/1, Office No. 204, Second Floor, Gali No. 1, Naiwalan, Karol Bagh, New Delhi- 110005, Ph: +91- 9899362348 on or before 5:00 P.M., Email: csjainakshi@gmail.com on 22nd February, 2018, which is last date for receipt of completed Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid.

The Scrutinizer will submit the report to the Chairman and Managing Director of the Company upon completion of scrutiny of the Physical Postal Ballot Forms and E-Voting data provided by National Securities Depository Limited (NSDL), in a fair and transparent manner and the result of the Postal Ballot will be announced on 24th February, 2018 at 01:00 P.M. at the Corporate Office of the Company. After declaration, the result of the Postal Ballot will be intimated to the Stock Exchange where the shares of the Company are listed and the same shall be placed along with the Scrutinizer’s report on the Company’s website viz: www.acestonecraft.com and on the website of NSDL.

In accordance with revised Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or E-Voting i.e. 22nd February, 2018.

E-Voting Option

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to offer E-Voting facility through E-Voting Platform of National Securities Depository Limited (NSDL) as an alternate, which would enable Members to cast votes electronically, instead of sending Physical Postal Ballot Form(s). Please note that E-Voting is optional and the Members who do not opt for the E-Voting facility can cast their vote in writing in the duly filled in physical Postal Ballot Form. Please carefully read and follow the instructions on E-Voting process printed in this Notice.

SPECIAL BUSINESS:

1. ALTERATION IN NAME CLAUSE OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification, the following resolution as special resolution:

“RESOLVED THAT subject to the approval of Registrar of Companies under Section 13 of Companies Act, 2013 and other applicable provisions, if any, the consent of members of the company be and is hereby accorded to change the name of the Company from **‘ACE STONE CRAFT LIMITED’** to **‘NAVBHARAT AWAS NIRMAN LIMITED’**.

Accordingly the name **‘ACE STONE CRAFT LIMITED’** wherever it occurs in the Memorandum and Articles of Association of the company is substituted by the name **‘NAVBHARAT AWAS NIRMAN LIMITED’**.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, and all other applicable provisions, if any, and subject to the approval of Registrar of Companies, alteration in Clause I of Memorandum and Articles of Association of the Company be and is hereby approved.

RESOLVED FURTHER THAT any director and Company Secretary of the Company be and are hereby severally authorized to submit a certified copy of this resolution with the required statutory authorities, file E-Form MGT-14 and Form INC-24 with the Registrar of Companies 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.”

2. ALTERATION OF MAIN OBJECTS IN MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass, with or without modification, the following resolution as special resolution:

“RESOLVED THAT pursuant to Section 13(9) of the Companies Act, 2013 and all other applicable provisions (including any amendment thereto or re-enactment thereof) consent of members of the Company be and is hereby accorded for alteration in Clause III (A) of main objects in Memorandum of

Association of the Company and the existing main objects of the Company be and are hereby altered with the following new objects:

- i. To carry on either singly or jointly or in partnership with any person(s) or Body corporate as owners, builders, developers, constructors, occupiers, lessor, civil contractors, purchasers, sellers, mortgagors of lands, plots, residential and commercial buildings and also to erect, develop, operate, improve, administer, manage, control and superintend within or outside the country all kinds of Real Estate projects, civil structure works including to Real Estate Affordable Housing Projects whether public or otherwise in rural as well as urban areas allied buildings, houses, hotels, motels, market, apartments, bungalows, colonies, complex, townships, cold storages, villas, resorts warehouses and other constructions or conveniences of all kinds including works and convenience of Public or Private utilities like roads, flyovers, highways, bridge, power plants, railways and tramways, docks, harbors, piers, wharves, dams/bunds, canals, reservoirs, embankments, sewage and all work related to purchase or otherwise acquire any tenders or contracts for or in relation to above said works and conveniences.

RESOLVED FURTHER THAT the Draft Memorandum of Association of the Company prepared under the applicable provisions of the Companies Act, 2013 communicated to the shareholders for their approval be and are hereby approved.

RESOLVED FURTHER THAT any director and Company Secretary of the Company be and are hereby severally authorized to submit a certified copy of this resolution with the required statutory authorities, to file E- Form MGT-14 with the Registrar of Companies 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.”

3. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass, with or without modification, the following resolution as special resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), consent of shareholders of the Company be and is hereby accorded to adopt in substitution to the entire exclusion of existing clause I and III (A) in Memorandum of Association of the Company with the draft clause for name and object change communicated to the shareholders for their approval.

RESOLVED FURTHER THAT any director and Company Secretary of the Company be and are hereby severally authorized to submit a certified copy of this resolution with the required statutory authorities, file form MGT-14 with the Registrar of Companies 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.”

4. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION:

To consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution, if any:

“**RESOLVED THAT** pursuant to provisions of Section 14 and other relevant provisions of the 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 members of the Company be and is hereby accorded to

adopt new set of Articles of Association of the Company substituting new name of the Company 'NAVBHARAT AWAS NIRMAN LIMITED' in place of 'ACE STONE CRAFT LIMITED' as and wherever appears in existing Articles of Association of the Company.

RESOLVED FURTHER THAT any director and Company Secretary of the Company be and are hereby severally authorized to submit a certified copy of this resolution with the required statutory authorities, file E- Form with the Registrar of Companies 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.”

5. TO APPROVE THE LIMITS UNDER SECTION 186 OF COMPANIES ACT, 2013:

To consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution, if any:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with rules made there under, the consent of members of the Company be and is hereby accorded by way of Special Resolution to the Board of Directors of the Company for giving or making any loans/investments/guarantee/security in excess of the limits provided under Section 186 of the Companies Act, 2013 subject to the following limits:

- i.* to give from time to time any loan to any person or other body corporate, as the Board may think fit, whether in India or outside *up to a maximum limit of Rs. 60 crore (Rupees Sixty Crore only).*
- ii.* to give from time to time any guarantee(s) or provide any security in connection with loan to any person or any other Body Corporate as the Board may think fit, whether in India or outside, subject to *a maximum limit of Rs. 60 crore (Rupees Sixty Crore only).*
- iii.* to invest/acquire from time to time by way of subscription, purchase or otherwise securities of any other Body Corporate, as the Board may think fit whether in India or outside, which may or may not be subsidiary(ies) of the Company subject to *a maximum limit of Rs. 60 crore (Rupees Sixty Crore only).*

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of directors of the Company be and are hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as they may deem fit including the power to transfer or dispose of the loans or investments so made and the Board is also hereby also authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security.

RESOLVED FURTHER THAT any director and Company Secretary of the Company be and are hereby severally authorized to submit a certified copy of this resolution with the required statutory authorities, file E- Form with the Registrar of Companies 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.”

By the Order of the Board of Directors of
Ace Stone Craft Limited

Date: 09th January, 2017
Place: Gurugram

Sd/-
Ishu Kamboj
Company Secretary

NOTES:

1. 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.
2. Explanatory Statement and reasons for the proposed Special Business mentioned above pursuant to Section 102 of the Companies Act, 2013, setting out the material facts are appended herein below.
3. The Postal Ballot Notice will be dispatched / sent to all the Members whose names appear in the Register of Members / Records of Depositories as on Friday, the 12th day of August, 2018 viz. the cut-off date and a person who is not a member as on that date should treat this Notice for information purposes only. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.
4. Members who have registered their E-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by E-mail and Members who have not registered their E-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form in physical form.
5. Members who have received Postal Ballot Notice by E-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the Company's website www.acestonecraft.com or seek duplicate Postal Ballot Form from the Company.
6. Voting period will commence on and from 24th January, 2018 at 9:00 A.M. and ends on 22nd February, 2018 at 5:00 P.M.
7. Members are requested to read carefully the instructions printed on the Postal Ballot Form before exercising their physical vote and return the Postal Ballot Form duly completed with the assent and dissent by placing a tick mark (√) in the appropriate column, in the attached self-addressed postage pre-paid Envelope, so as to reach the Scrutinizer at Address on or before 5:00 P.M. on Thursday, the 22nd day of February, 2018. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as if reply from the Member has not been received.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members 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 Postal ballot.
9. This Postal Ballot Form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named shareholder and in his absence, by the next named joint shareholder.
10. Postal Ballot Forms signed in the representative capacity must be accompanied by the requisite certified true copy of power of attorney/resolution of Board of Directors of the corporate shareholder being represented. If the same is/are already registered with the Company, please quote the registration no. beneath the signature.

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO
SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE “ACT”):**

The statement setting out the material facts relating to the resolutions is given below:

ITEM NO.1:

The company ‘**ACE STONE CRAFT LIMITED**’ was incorporated on 11/03/1992 with the Registrar of Companies, Orissa. In order to expand the business of the Company and to explore new area of work, the Board of Directors of the Company has decided to change the objects of the Company. To bring the Company’s name in conformity with the new object clause of the Company, the Board decided to change the name of the Company to ‘**NAVBHARAT AWAS NIRMAN LIMITED**’.

Therefore, in order to reflect and indicate the business activities in Company’s name, the name of the Company is proposed for change from ‘**ACE STONE CRAFT LIMITED**’ to ‘**NAVBHARAT AWAS NIRMAN LIMITED**’. The directors subject to approval of Registrar of Companies and shareholders by passing special resolution through Postal Ballot have decided to change the **Clause I** of the Memorandum of Association and name of the Company in Article of Association of the company with the new name.

The Board of Directors in their meeting decided to change the name of the Company and subsequently filed Form INC-1 with Registrar of Companies for name availability. On 08th January, 2017 in name approval letter, the Registrar of Companies confirmed that the new name is available for the registration under Section 4 (2) & 4(3) of the Companies Act, 2013. An application shall be made to Registrar of Companies (delegated power of Central Government) for seeking his approval to the name change under Section 13 of the Act.

None of the Directors, Manager, Key Managerial Personnel of the Company and any relatives of such Director, Manager, Key Managerial Personnel are in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company.

The Board recommends passing of this resolution by way of Special Resolution.

ITEM NO. 2

The Board of Directors in their meeting discussed about changing the main objects in Clause III (A) of Memorandum of Association of the Company. The directors of the Company discussed that it is beneficial for the Company to do business in Real Estate, buildings and construction and after analyzing the advantages from new business, subject to approval of Registrar of Companies and shareholders, the Board decided to alter main object of Memorandum of Association of Company.

The Board of Directors of the Company find it beneficial to incorporate new objects and replacing the existing objects of Clause III(A) of the Memorandum of Association of the Company with the new objects as proposed in the resolution set out under Item No.2 above.

As per the provisions of Section 13 of Companies Act, 2013 alteration of Memorandum of Association can be made only by passing a Special Resolution. Thus the Board recommends resolution set out in Item No.2 for approval by the members.

None of the Directors, Manager, Key Managerial Personnel of the Company and any relatives of such Director, Manager, Key Managerial Personnel are in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company.

The Board recommends passing of this resolution by way of Special Resolution.

ITEM NO.3 & 4

The Board of Directors in their meeting discussed to alter the existing Name Clause and Object Clause of the Company after taking approval of the Registrar of Companies & Shareholders. In consequence to the alteration, it is further proposed to substitute the changes effected due to name and object change in existing Memorandum of Association and Articles of Association of the Company.

It is further expressly stated that Clause I and III of Memorandum of Association and name in Articles of Association of the Company be replaced by the new name and object as approved by the shareholders and Registrar of Companies. The new copy of altered Memorandum of Association and Articles of Association of the Company is available for inspection for the members till the date of Postal Ballot.

None of the Directors, Manager, Key Managerial Personnel of the Company and any relatives of such Director, Manager, Key Managerial Personnel are in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company.

The Board recommends passing of this resolution by way of Special Resolution.

Item No. 5

The Chairman of the Company discussed with the Board that the business of the Company is growing at a fast pace and to maintain the efficiency of business and in reference to the provisions of Section 186 of the Companies Act, 2013 the Company is required to approve the limit of Loans & Advances and Investments which can be made by the Company in excess of the limits specified in the Section.

It was further discussed that the proposed limit will exceed the limits specified in Section 186 of the Companies Act, 2013 therefore; it is proposed to shareholders of the Company for giving approval of the same by passing a Special Resolution.

None of the Directors, Manager and Key Managerial Personnel of the Company and any relatives of such Director, Manager and Key Managerial Personnel are in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company.

The Board recommends passing of this resolution by way of Special Resolution.

INSTRUCTIONS FOR VOTING

PHYSICAL VOTING:

A member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. The self-addressed postage pre-paid envelope bears the postal address of the Scrutinizer appointed by the Board of Directors of the Company.

In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority Letter together with attested specimen signature(s) of the authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.

For further information, members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

E-VOTING:

In compliance with 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 Reg. 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer E-Voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged National Securities Depository Limited (NSDL) to provide E-Voting facility to its Members. E-Voting is optional.

The Board of Directors has appointed Ms. Akshi Jain, Proprietor of M/s Jain Akshi & Associates, Practicing Company Secretary having Membership No. 32912 and Certificate of Practice No. 12109 as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. 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 12th January, 2018.

The instructions and process for voting electronically by the Members are as under:-

1. The E-Voting period begins on 24th January, 2018 at 09:00 A.M. and ends on 22nd February, 2018 at 5:00 P.M. The E-Voting module shall be disabled by NSDL for voting after 5:00 P.M on 22nd February, 2018. During this period, the members of the Company holding shares in Physical form or in Demat form, as on the cut-off date viz. 12th January, 2018 may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member is not allowed to change it subsequently.
2. 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.

3. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
4. Click on “Shareholder - Login”.
5. 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
6. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
7. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
8. Select “EVSN” of (Ace Stone Craft Limited). Members can cast their vote online from 24th January, 2018 at 09:00 A.M. and ends on 22nd February, 2018 at 5:00 P.M.

Note: E-Voting shall not be allowed beyond said time.

9. Now you are ready for “e-Voting” as “Cast Vote” page opens.
10. 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.
11. 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.
12. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
13. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.

Other information:

14. 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.
15. 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.
16. 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.icidirect.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 or send a request at evoting@nsdl.co.in.

ACE STONE CRAFT LIMITED

CIN: L26994OR1992PLC003022

Regd. Office: Plot No.1210, Mahanadivihar P.O. Nayabazar, Cuttack, Orissa- 753004

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

Email: contactus@acestonecraft.com , Website: www.acestonecraft.com , Ph: 0124- 4577738**POSTAL BALLOT FORM**

Sr. No.:

1.	Name and registered address of the sole/ First named Member:	
2.	Registered Folio No. / DP ID No.*/ Client ID No.* (*Applicable to Members holding shares in dematerialized Form)	
3.	Name(s) of the Joint-Holders, if any:	
4.	No. of Equity Shares held	

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the notice of the Company dated 09th January, 2018 by sending my/our assent or dissent to the said resolutions(s) by placing the tick mark (√)at the appropriate box below:-

S. No.	Description of the resolution	No. of Equity Shares (s) for which vote cast	I/We assent to the resolution (FOR)	I/We assent to the resolution (AGAINST)
1.	Alteration In Name Clause Of The Company			
2.	Alteration of Main Objects In Memorandum Of Association			
3.	Adoption Of New Set Of Memorandum Of Association			
4.	Adoption Of New Set Of Articles Of Association			
5.	To Approve The Limits Under Section 186 Of Companies Act, 2013			

Date:

Place:

Signature of Shareholder

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	User ID	Password

Notes:

1. Please read carefully the instructions printed in the Postal Ballot Notice before exercising the vote.
2. If the voting rights are exercised electronically, there is no need to use this Form.