

## NOTICE

**NOTICE IS HEREBY** given that the 32<sup>nd</sup> Annual General Meeting of the Members of **ACE STONE CRAFT LIMITED (“THE COMPANY”) (2024-2025)** will be held on Monday, 16th September, 2024 at 03.00 P.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31<sup>st</sup> March, 2024 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Chetan Sharma (DIN: 08204492), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for Re- Appointment.
3. To appoint the 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), and as per the recommendation of the Board of Directors and pursuant to the approval of members of the Company at the 30<sup>th</sup> Annual General Meeting be and is hereby appointed **M/S. GSPT Associates & LLP**, Chartered Accountant (Firm Registration No. 029722N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) held in 2024-25 till the conclusion of the 33<sup>rd</sup> AGM of the Company to be held in the year 2025-26 on such remuneration plus applicable taxes, out of pocket expenses etc. as may be determined by the Audit Committee and Board of Directors of Company.”

### **SPECIAL BUSINESS:**

4. **Regularization of Additional Director, Ms. Bijita Nayak (DIN: 10509655) as Director of the company.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“**RESOLVED THAT Ms. Bijita Nayak** (DIN: 10509655), who was appointed as an Additional Director on who holds office upto the date of this Annual General Meeting in terms of Section of the Company by the Board of Directors with effect from February 13, 2024 on 161(1) of the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

**5. Regularization of Additional Director, Mr. Anupam Shukla (DIN: 02391232) as Director of the company.**

**“RESOLVED THAT Mr. Anupam Shukla (DIN: 02391232),** who was appointed as an Additional Director on who holds office upto the date of this Annual General Meeting in terms of Section of the Company by the Board of Directors with effect from February 16, 2024 an on 161(1) of the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

By the order of Board of Director  
**ACE STONE CRAFT LIMITED**

**Sd/-**  
**Ashutosh Goel**  
**Managing Director**  
**DIN: 06420478**

**Date: 13<sup>th</sup> August, 2024**  
**Place: Orissa**

## NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty 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 shareholder.

2. Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [contact@csravi.in](mailto:contact@csravi.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. a) The Register of Members and Share Transfer Books of the Company will remain closed from 10<sup>th</sup> September, 2024 to 16<sup>th</sup> September, 2024 (both days inclusive).  
  
b) The remote e-voting period commences on Friday, 13<sup>th</sup> September 2024 (09:00 am) and ends on Sunday, September 15<sup>th</sup>, 2024 (05:00 pm). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 09<sup>th</sup> September 2024, may cast their vote by remote e-voting.
4. Shareholders of the Company are informed that pursuant to the provisions of the Companies Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the 'Investor Education & Protection Fund (IEPF)' constituted by the Central Govt. Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 8 years for the year 2014-15 has already been transferred to IEPF. Shareholders who have not encashed their dividend warrant(s), for the years, 2015-16, 2016-17, 2017-18 , 2018-19, 2019-2020, 2020-2021 & 2021-2022, 2022-23 are requested to make claim with the Registrar & Share Transfer Agent of the Company immediately.
5. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi – 110-020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

In case share are in demat form members are requested to update their bank detail with their depository participant.

6. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
7. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to President (Finance) & CFO, atleast one week before the meeting.
8. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
9. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
10. 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 account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
11. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2023-24 including notice of 32<sup>nd</sup> AGM is being sent only through electronic mode to those Members who have registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

<b>Physical Holding</b>	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at <a href="mailto:info@masserv.com">info@masserv.com</a> providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN( Self
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	attested scanned copy of PAN Card), AADHAR ( Self attested scanned copy of Aadhar Card) for registering email address.
<b>Demat Holding</b>	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

As per Income Tax act amendment TDS will be deducted at source if dividend amount is more than Rs. 5000/- please submit copy of pan card if you have not submitted earliar or 15G/15H.

- 13.** Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment is annexed to the notice.
- 14. Voting through electronic means:** In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

#### **INSTRUCTION FOR REMOTE EVOTING, EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING**

- (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email.
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the ACE STONE CRAFT LIMITED.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiii) After selecting the resolution on which you have decided to vote, 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using NSDL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**EXPLANTORY STATEMENT**  
(In pursuance of Section 102 of Companies Act, 2013)

**Item No.4**

**Regularization of Additional Director, Ms. Bijita Nayak (DIN: 10509655) as Director of the company.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

Ms. Bijita Nayak was first inducted to the Board at the Board Meeting held on 13<sup>th</sup> February, 2024 and in the same meeting she was appointed as the Additional Director. In terms of Section 161(1) of the Companies Act, 2013. Bijita Nayak can hold office only up to the date of the ensuing Annual General Meeting. The Board is of the view that the appointment of Ms. Bijita Nayak on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 4 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except upto their shareholding, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

**Item No.5**

**Regularization of Additional Director, Mr. Anupam Shukla (DIN: 02391232) as Director of the company.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

Mr. Anupam Shukla was first inducted to the Board at the Board Meeting held on 16<sup>th</sup> February, 2024 and in the same meeting she was appointed as the Additional Director. In terms of Section 161(1) of the Companies Act, 2013. Mr. Anupam Shukla can hold office only up to the date of the ensuing Annual General Meeting. The Board is of the view that the appointment of Ms. Bijita Nayak on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 5 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except upto their shareholding, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.



**PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:**

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to [info@masserv.com](mailto:info@masserv.com)
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to [info@masserv.com](mailto:info@masserv.com).

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

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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 32<sup>nd</sup> Annual General Meeting of the Company held on Monday, 16<sup>th</sup> September, 2024 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) at 03.00 P.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](mailto:contactus@acestonecraft.com) **Website:** [www.acestonecraft.com](http://www.acestonecraft.com)

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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: .....

As my / our proxy attend and vote (on a poll) for me / us and on my / our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company to be held on 16<sup>th</sup> September, 2024 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact at 03:00 P.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.	To appoint Mr. Chetan Sharma (DIN: 08204492), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for Re- Appointment		
3.	Appointment of Auditors and fixing their remuneration.		
4.	Regularization of Additional Director, Ms. Bijita Nayak (DIN: 10509655) as Director of the company		
5.	Regularization of Additional Director, Mr. Anupam Shukla (DIN: 02391232) as Director of the company		

Affix Re 1  
Revenue  
Stamp

Signed this ..... day of ..... 2024.

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.