

# NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

8<sup>th</sup> December, 2017

To  
BSE Limited  
P. J. Towers, Dalal Street,  
Mumbai – 400001

**Company Code: 512103**

**Name of the Company: Nidhi Granites Limited**

**E-Mail Id of the Company: (pushpraj@vsnl.com)**

Dear Sir,

**Sub: Submission of Notice of the Extra-ordinary General Meeting scheduled to be held on 8<sup>th</sup> January, 2018.**

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the Extra-ordinary General Meeting of the Company scheduled to be held on Monday, 8<sup>th</sup> January, 2018 at 11.00 a.m. at the Registered Office of the Company at 9, Popat Bapa Shopping Centre, 2<sup>nd</sup> Floor, Station Road, Santacruz (West), Mumbai - 400 054.

Please take the same on your record and disseminate the information under "Corporate Announcement" section on your Exchange website.

Thanking you,  
Yours faithfully,  
For NIDHI GRANITES LIMITED



**Nidhi Aggarwal**  
Director

DIN: 00785248

Add: 211, Jupitar 41,  
Cuffe Parade,  
Mumbai - 400005.



Encl.: as above.

# NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

## NOTICE TO SHAREHOLDERS

**NOTICE** is hereby given that an Extra-ordinary General Meeting of the Members of **Nidhi Granites Limited** will be held on **Monday, 8<sup>th</sup> January, 2018 at 11.00 a.m.** at the Registered Office of the Company at 9, Popat Bapa Shopping Centre, 2<sup>nd</sup> Floor, Station Road, Santacruz (West), Mumbai - 400 054 to transact the following Special business:

### **Appointment of Statutory Auditor to fill casual vacancy caused by the resignation of Statutory Auditors**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. S. K. Masand & Co., Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. K. N. Gandhi & Co., Chartered Accountants, Mumbai and that M/s. S. K. Masand, & Co., Chartered Accountants, Mumbai shall hold office of the Statutory Auditors of the Company from the conclusion of this Extra-ordinary General Meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the financial year ended 31<sup>st</sup> March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with M/s. S. K. Masand & Co., Chartered Accountants."

**For and on behalf of the Board  
For Nidhi Granites Limited**

**Nidhi Aggarwal  
Director  
DIN: 00785248**

Place: Mumbai

Date: 8<sup>th</sup> December, 2017



**Regd. Office:**

**9, Popat Bapa Shopping Centre,  
2<sup>nd</sup> Floor, Station Road, Santacruz (West),  
Mumbai - 400 054**

### **NOTES:**

- 1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business contained in the Notice of the Extra-ordinary General Meeting is annexed hereto and forms part of the Notice.**
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ON A POLL AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the Provisions of Section 105 of the Companies Act, 2013, a person can act as 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. Member holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

Proxy Form in order to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting. A Proxy may not vote except on Poll. A Proxy so appointed shall not have any right to speak at the meeting. Blank proxy form is enclosed.

3. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrars and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
4. 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 longer periods. Periodic statement of holdings should be obtained from the concerned Depository Participant and holding should be verified.
5. 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 the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. A Member who is desirous of getting any information as regard to the business to be transacted at the meeting is requested to write to the Company his queries at least seven days in advance of the Meeting in order to keep the information required readily available at the Meeting.
7. Members/Proxies and authorised signatories should bring the attendance slip duly filled in for attending the meeting. The identity/signature of the Members holding shares in electronic/demat form is liable for verification with specimen signatures as may be furnished by NSDL/CDSL to the Company. Such Members are advised to bring the relevant identity card, issued by the Depository Participant, to attend the Annual General Meeting.
8. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Notice of the General Meeting and other communications through electronic mode to those Members who have registered their e-mail addresses either with the company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Notice of the General Meeting and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participants only. Members of the Company who have registered their e-mail address are entitled to receive such communication in physical form upon request.

9. A route map showing directions to reach the venue of the Extra-ordinary General Meeting is given at the end of the notice as per the requirements of Secretarial Standard -2 on General Meeting.
10. The Company's Equity shares are listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.
11. Members are requested to send all communication relating to shares to the Company's Registrar and Share Transfer Agent at Universal Capital Securities Private Limited 21, Shakti Nivas, Opp. Satya Saibaba Temple, Mahakali Cave Road Andheri (East), Mumbai – 400093.

#### 6. E –Voting

In accordance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rule 2014 as amended by the Companies (Management and Administration) Rule, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the stated items of business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("remote e-voting") to its Members. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for providing remote e-voting facilities to the Members, enabling them to cast their vote in a secured manner.

- (i) **The Voting period starts from 9.00 a.m. on Thursday, 4<sup>th</sup> January, 2018 and ends at 05.00 p.m. on Sunday, 7<sup>th</sup> January, 2018. The voting module shall be disabled by CDSL for voting thereafter.**
- (ii) Open your web browser during the voting period and log on to the e-voting website <https://www.evotingindia.com>
- (iii) Now click on "**Shareholder**" to cast your votes
- (iv) Now Enter your User ID
  - a. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the **image Verification Code** as displayed and click on Login.
- (vi) In case you have voted before on CDSL's e-voting system, enter your existing password.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company are requested to use the first two letters of their name and the</li> </ul>

	<p>8 digits of the sequence number which is mentioned in address label as sr. no affixed on Annual Report, in the PAN field.</p> <ul style="list-style-type: none"> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first characters of the name in CAPITAL letters. e.g. If your name is Manoj Kumar with sequence number 1 then enter MA00000001 in the PAN field.</li> </ul>
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- (viii) After entering above details appropriately, click on **"SUBMIT"**.
- (ix) Members holding shares in Physical form will then reach directly the Company selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding share in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **"Electronic Voting Sequence Number"** (EVSN) for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see **"Resolution Description"** and against the same the option **"YES/NO"** for voting. Select the option YES or NO as desired. The Option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the **"RESOLUTION FILE LINK"** if you wish to view the entire EOGM Notice.
- (xiv) After selecting the resolution you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
- (xv) Once you **'CONFIRM'** your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking in **"Click here to print"** option on the voting page
- (xvii) Shareholders can also cast their vote using CDSL's mobile App m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- (xviii) You are advised to cast your vote only through one mode (E-voting or through Poll at the EOGM). In case you cast your votes through both the modes, votes cast through E-voting shall only be considered and votes cast at the meeting through Poll would be rejected.

(xix) **Note for Non-Individual Shareholders and Custodians:**

- Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are requested to log on to <https://www.evotingindia.com> and registered themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same or send to the Scrutinizer through e-mail to [nidhiEOGM2018 @dholakia-associates.com](mailto:nidhiEOGM2018@dholakia-associates.com).

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

(xxi) Members, who have registered their e-mail addresses with the Company, are being sent the EOGM Notice, Attendance Slip & Proxy Form by e-mail and others are being sent by post/courier.

(xxii) The Results shall be declared on or after the EOGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within 48 hours of passing of the resolutions at the EOGM of the Company and communicated to the BSE Limited.

7. The facility for voting through ballot paper shall be made available at the EOGM 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.
8. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
9. Any person becoming a Member of the Company after the dispatch of the Notice of the Meeting and holds shares as on the cut-off date i.e. 11<sup>th</sup> December, 2017 can exercise their voting rights through remote e-voting by following the instructions listed hereinabove or by voting facility provided at the meeting.

10. Mr. Nrupang B. Dholakia or in his absence Mr. Bhumitra V. Dholakia, of M/s. Dholakia & Associates LLP, Company Secretaries in Whole Time Practice have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
11. The Chairman shall, at the EOGM, 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" or "Poling Paper" for all those members who are present at the EOGM but have not cast their votes by availing the remote e-voting facility.
12. The Scrutinizer shall, immediately after the conclusion of voting at Extra-ordinary General Meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall within 48 hours of conclusion of the meeting submit a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
13. The result along with the Scrutinizer's Report shall be communicated to BSE Limited.
14. Beneficial Owners holding shares in electronic/demat form are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant. Members holding shares in physical form are requested to notify any change in their address, bank account etc. to the Registrar and Share Transfer Agents, Universal Capital Securities Pvt. Ltd.

Place: Mumbai  
Date: 8<sup>th</sup> December, 2017



For and on behalf of the Board  
For Nidhi Granites Limited

A handwritten signature in blue ink, appearing to be "Nidhi Aggarwal".

Nidhi Aggarwal  
Director  
DIN: 00785248

**EXPLANATORY STATEMENT UNDER SECTION 102 (2) OF THE COMPANIES ACT, 2013**

**APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY CAUSED BY THE RESIGNATION OF STATUTORY AUDITORS.**

M/s. K. N. Gandhi & Co., Chartered Accountants, Mumbai have tendered their resignation as Statutory Auditors of the Company due to pre-occupation in other assignments, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. S. K. Masand & Co., Chartered Accountants, Mumbai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. K. N. Gandhi & Co., Chartered Accountants, Mumbai.

M/s. S. K. Masand & Co., Chartered Accountants, Mumbai, are holding peer review certificate issued by the Institute of the Chartered Accountants of India and otherwise eligible for appointment as Statutory Auditors of the Company, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limit prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for consideration and approval of members.

The new Auditor, if appointed, shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the financial year ended 31<sup>st</sup> March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with M/s. S. K. Masand & Co., Chartered Accountants.

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

**For and on behalf of the Board  
For Nidhi Granites Limited**

**Place: Mumbai  
Date: 8<sup>th</sup> December, 2017**



A handwritten signature in blue ink, appearing to be "Nidhi Aggarwal".

**Nidhi Aggarwal  
Director  
DIN: 00785248**

**Regd. Office:  
9, Popat Bapa Shopping Centre,  
2<sup>nd</sup> Floor, Station Road,  
Santacruz (West),  
Mumbai - 400 054.**



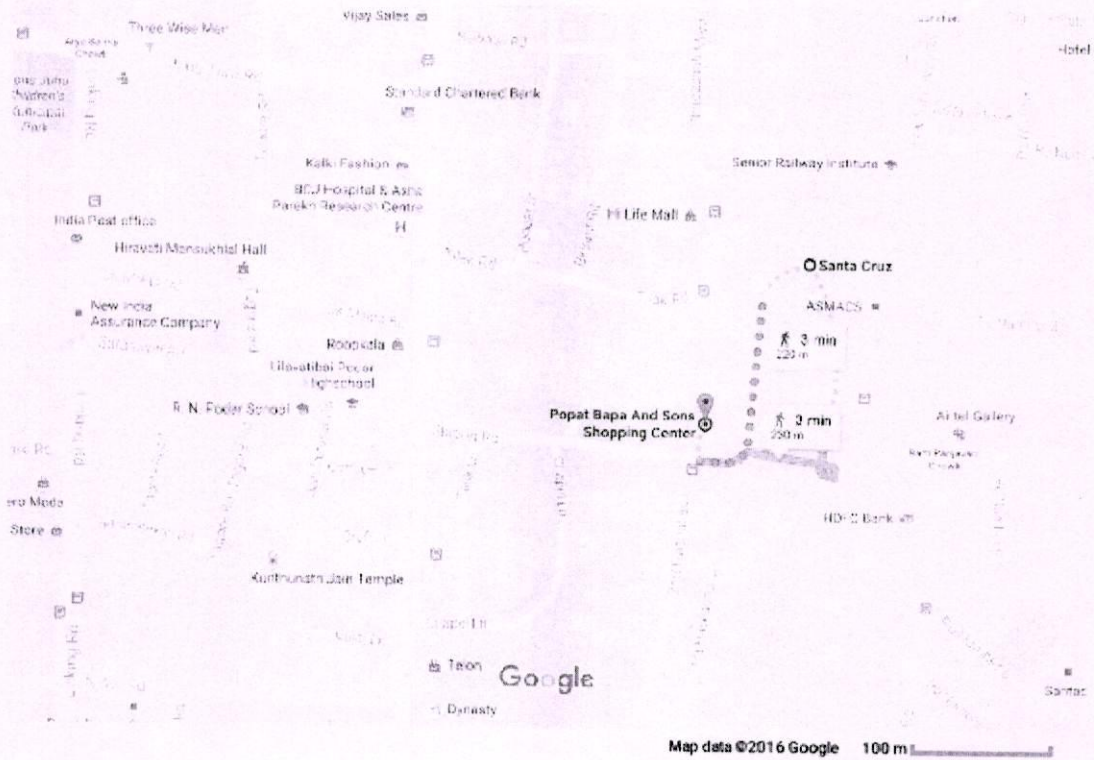
Google Maps



Santa Cruz to Popat Bapa And Sons Shopping Center

Walk 220 m, 3 min

ROUTE MAP OF ANNUAL GENERAL MEETING VENUE

9, Popat Bapa Shopping Centre,  
2<sup>nd</sup> Floor, Station Road,  
Santacruz (West),  
Mumbai - 400 054



-  **via Station Rd** **3 min**  
220 m
-  **via Station Road and Santacruz Skywalk** **3 min**  
230 m