

SHIVA GRANITO EXPORT LIMITED

CIN: L14200RJ2015PLC048974

Regd. Office:-8, Bhatt Ji Ki Baari, Udaipur-313001.

Phone: 0294-2418228, Fax – 0294-2414463

Website: www.shivaexport.in

E-Mail:- investors@shivaexport.in

NOTICE

NOTICE is hereby given that the 2nd Annual General Meeting of the Shareholders of **SHIVA GRANITO EXPORT LIMITED** will be held at the Registered Office of the Company at 8, Bhatt Ji Ki Baari, Udaipur-313001(Rajasthan) on **Friday, the 29th September, 2017 at 3.00 P.M.** to transact the following business:-

Ordinary Business:-**Item No. 1 – Adoption of Audited Financial Statements**

To receive, consider and adopt the Financial Statements of the Company for the year ended March 31st, 2017 including the Audited Balance Sheet as at 31st March, 2017, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement for the year ended on that date and the Directors' and Auditors' Report thereon.

Item No. 2 – Declaration of Dividend

To declare the dividend on Equity Shares for the financial year 2016-17.

Item No. 3 – Re-appointment of a Director

To appoint a Director in place of Ms. Asha Upadhyay (DIN 07396269), who retires by rotation and being eligible offers herself for re-appointment.

Item No. 4 – Ratification of the Statutory Auditor

To ratify the appointment of M/s Nenawati & Associates, as Statutory Auditors of the Company and in this regard, to Consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to provision of section 139,141 and 142 and other applicable provisions, if any, of the Companies Act,2013 read with The Companies (Audit and Auditors) Rules,2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee, and pursuant to the resolution passed by the shareholders at the 1st Annual General Meeting of the Company held on 30th December, 2016, the appointment of M/s Nenawati& Associates, Chartered Accountants (FRN : 002148C), Udaipur as Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting to till the conclusion of the next Annual General Meeting at such remuneration and the reimbursement of out of pocket expenses, if any, as may be fixed by the Board of Directors on the recommendation of the Audit Committee.”

Special Business:-

Item No. 5 – Appointment of Director

Appointment of Ms. Rachna Upadhyay as a Director, to consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 152(2) read with Section 149 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, the consent of the Members, be and is hereby accorded to appoint Ms. Rachna Upadhyay, as a Director on the Board of Directors of the Company who shall hold office from the date of the Annual General Meeting of the Company and who shall be liable to retire by rotation.”

**By order of the Board of Directors
For – Shiva Granito Export Limited**

**Place: Udaipur
Date: 26.05.2017**

**(Swati Maheshwari)
Company Secretary & Compliance Officer**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) % of the total share capital of the Company. A member holding more than 10 (ten) % of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. The instrument appointing the Proxy, in order to be effective, should be duly stamped, filled, signed and must reach to the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.**
2. Corporate members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend the Annual General Meeting.
3. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
4. The register of Members and Share Transfer Books of the Company shall remain closed from 21st September, 2017 to 29th September, 2017 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if approved by the members.
5. Members and proxies who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
6. Pursuant to Section 102 of the Companies act 2013, the statement setting out the material facts concerning each item of special business to be conducted at the 2nd Annual General Meeting is annexed hereto.
7. The Annual Report and the Notice for the ensuing Annual General Meeting is available at the website of the Company i.e. www.shivaexport.in.
8. Members are requested to update their preferred e-mail ids with the Company / National

Securities Depository Ltd. / Central Depository services (India) Ltd. which will be used for purpose of future communication.

9. Members whose e-mail id is not registered are being sent physical copies of the said Annual Report and Notice at their registered address. To support the Green Initiative the members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agent, / National Securities Depository Ltd./ Central Depository services (India) Ltd.
10. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may sent their request to the Company at its registered office address at 8, Bhatt Ji Ki Baari, Udaipur – 313001 (Rajasthan).
11. The dividend as recommended by the Board, if declared at the meeting, will be paid after 29th September, 2017 to those members:
 - Whose names appear as members in the Register of Members of the Company and Registrar and Share Transfer Agent on or before 20th September, 2017.
 - Whose names appear as Beneficial Owners in the list of Beneficial Owners on 20th September, 2017 to be furnished by National Securities Depository Ltd. And Central Depository services (India) Ltd. For this purpose.
12. Sh. PawanTalesara, FCS Membership No. – 8096, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting process to be carried at the AGM in a fair & transparent manner.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of Companies Act, 2013.

Item No. 5

The board has proposed to appoint Ms. Rachna Upadhyay as a Director liable to retire by rotation, who shall hold the office from the date of ensuing Annual General Meeting, subject to the approval by the shareholders of the Company. She conveyed her consent to act as a director of the company.

Ms. Rachna Upadhyay, does not have any disqualification in terms of Section 164 of Companies Act, 2013.

Except Ms. Rachna Upadhyay, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in passing the resolution.

**By order of the Board of Directors
For – Shiva Granito Export Limited**

**Place: Udaipur
Date: 26.05.2017**

**(Swati Maheshwari)
Company Secretary & Compliance Officer**