

Shiva Granito Export Limited

Corporate Identity No. (CIN): L14200RJ2015PLC048974

Registered Office: 8, Bhatt Ji Ki Baari, Udaipur, Rajasthan-313001, India

Tel No.: +91 294 2418228, Cell: +91-08952920848,

Fax:+91 2942414643 Email: cs@shivaexport.in Website: www.shivaexport.in

POSTAL BALLOT NOTICE

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

To
All Members,
Shiva Granito Export Limited

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of The Companies Act, 2013 (**the “Act”**), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below for Migration of Company from BSE SME Exchange to the Main Board Platform of BSE Limited are proposed to be passed by the Members of Shiva Granito Export Limited (**“the Company”**) through Postal Ballot.

The explanatory statement pursuant to Sections 102 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration. The said notice, along with Postal Ballot Form, has also been placed on the Company’s website www.shivaexport.in for perusal of Members.

The Board of Directors of the Company, at its meeting held on August 06, 2018, has appointed **M/s P. Talesara & Associates**, Practicing Company Secretary (Membership No. **8096** and COP No. **2674**), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and signatures at the designated place in the Postal Ballot Form and return the same in original duly completed in enclosed self-addressed, Business Reply Envelope (if posted in India) so as to reach the Scrutinizer not later than the close of business hours i.e., 5.00 P.M. (IST) on September 07, 2018. Please note that Postal Ballot Form(s), received after the said date shall be deemed invalid.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company or in his absence to the Managing Director. Thereafter the results of the Postal Ballot would be announced by the Managing Director or the Company Secretary of the Company on or before September 09, 2018 at the Registered office of the Company. The aforesaid result will be communicated to the BSE Limited, Registrar and Share Transfer Agent and will also be displayed on the Company’s website www.shivaexport.in

Item of Business requiring consent of members through Postal Ballot:

Resolution No.1. Migration of Company from BSE SME Exchange to the Main Board Platform of BSE Limited:

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

Note: In accordance with Regulation [106 U] 1 of SEBI (ICDR) Regulations, 2009 the below mentioned Special Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

“RESOLVED THAT pursuant to the Regulation 106U and other relevant provisions, laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009, applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to migrate the Company, currently listed on SME Exchange of BSE Limited to Main Board of BSE Limited and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said Resolution.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized jointly and severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company’s present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT any Directors or the Company Secretary of the Company be and is/are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the Company.”

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

Sd/-

**Swati Maheshwari
Company Secretary & Compliance Officer
(Membership No. A45405)**

Date: August 06,2018
Place: Udaipur

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposed resolution is annexed herewith along with Postal Ballot Form.
2. The Board of Directors of the Company (“the Board”) at its meeting held on August 06, 2018 has appointed **M/s P. Talesara & Associates**, Practicing Company Secretary (Membership No. **8096** and COP No. **2674**) to act as “The Scrutinizer” for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, the August 03, 2018 by post / courier and electronically by email to those members who have registered their email IDs with the Company / Depository.
4. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, the August 03, 2018.
5. A Member may request for a duplicate Postal Ballot Form, if required. However, duly filled in Postal Ballot Form should reach the Scrutinizer on or before close of business hours i.e. 5.00 P.M. (IST), on September 07, 2018. Envelope containing Postal Ballot, if sent by courier or by Registered Post at the expense of the Member will also be accepted. However, the Ballot received after the stipulated day and time will be strictly treated as if no reply has been received from the Member.
6. The voting through Postal Ballot will commence on 9th August, 2018 and end on 7th September, 2018.
7. Member cannot exercise his vote by proxy on Postal Ballot.
8. Copy of relevant documents referred in this notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except holidays between 11.00 A.M (IST) and 2.00 P.M (IST) to the date of declaration of the results of Postal Ballot.
9. Upon completion of scrutiny of the Postal Ballot voting, the Scrutinizer will submit his report to the Chairman or in his absence to the Managing Director. The results will be declared on or before September 09, 2018 at the registered Office of the Company and the Resolutions, if passed by the requisite majority shall be deemed to have passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms. The Last date specified by the company for receipt of duly completed Postal Ballot Forms shall be deemed to be the date of the General Meeting convened in that behalf. The results of the Postal Ballot shall also be communicated to Stock Exchange where the Company's shares are listed. The result will also be put up on the Company's website www.shivaexport.in.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1:

Pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and circular dated 18th May, 2010, an issuer, whose specified securities are listed on a SME Exchange and whose post issue face value capital is more than rupees ten crore and upto rupees twenty five crore, and listed on SME Exchange can migrate to the Main Board, provided shareholders' approval is obtained in accordance to ICDR Regulations issued by SEBI and Company meets listing requirements of Stock Exchange on which Company is proposed to list. Since the paid up Capital of the Company as on date is Rs. 13,21,50,500/- and Directors are of the view that Migration to main board will act as a catalyst in the growth and expansion of the Company, enhanced recognition, increased participation of investors and also help the shareholders to enjoy sufficient return from their investments. Also, the Company has not completed two years since the equity shares of the Company are listed and traded on the SME platform of BSE Limited, but the Company will complete period of two years on September 06, 2018 and the Company shall then apply to the BSE Limited for Migration of its present listing from SME Platform to Main Board of BSE Limited, subject to approval of Shareholders.,.

In view of above, you are requested to grant your consent to the Special Resolution as set out in Postal Ballot notice of the Company.

The Directors of the Company propose the resolution for your approval. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

Pursuant to Regulation 106U of the SEBI ICDR Regulations, this resolution shall be acted upon only if the votes cast by shareholder other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from' the date of dispatch of notice till the conclusion of time for submission of postal ballot i.e. 05:00 pm on September 07, 2018.

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

Sd/-

Swati Maheshwari
Company Secretary & Compliance Officer
(Membership No. A45405)

Date: August 6,2018

Place: Udaipur

Shiva Granito Export Limited

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POSTAL BALLOT FORM

(Kindly read the instructions printed overleaf before filling the form)

| | |
|--|--|
| Registered Folio/ DP ID & Client ID No* (*applicable to Shareholders holding shares in dematerialized form) | |
| Name & Registered Address of the sole/First named shareholder (in Block Letters) | |
| Name(s) of Joint Shareholder(s) (if any) (in block letters) | |
| No. of Shares held | |

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 Postal Ballot Notice dated August 06, 2018 and Explanatory Statement annexed thereto by sending my/our assent (**FOR**) or dissent (**AGAINST**) to the said Resolution by placing the tick mark (√) at the appropriate boxes below:

| S. No. | Brief Particulars of the Resolution | Nature of Resolution | No. of Shares | I/We assent to the Resolution (FOR) | I/We dissent to The Resolution (AGAINST) |
|--------|--|----------------------|---------------|-------------------------------------|--|
| 1. | Migration from SME platform of BSE Limited to Main board of BSE Limited. | Special Resolution | | | |

Signature of the Shareholder/ Authorised representative

Place:

Date:

Important Note: Please complete and return this Postal Ballot Form to the Company by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this postal Ballot Form by the Company is September 07, 2018 by 5.00 p.m.

Instructions for filling Postal Ballot Form

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed Business Reply Envelope (BRE). Postage charges will be borne and paid by the Company. Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing tick mark (✓) in the appropriate box in the Postal Ballot Form. The assent or dissent received in any other physical form shall be considered invalid.
3. This Postal Ballot Form should be completed and signed by the Members (as per the specimen signature registered with the Company/ Registrar and Transfer Agent (RTA)/Depository Participant). In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Member.
4. There will be only one Postal Ballot Form for every Folio irrespective of the number of joint Members.
5. The right of voting by Postal Ballot shall not be exercised by a Proxy.
6. The Votes of a member will be considered invalid on any of the following grounds:
 - a) If a form other than the postal Ballot form issued by the company is used.
 - b) If the Postal Ballot form has not been signed by or on behalf of Member.
 - c) The Member signature does not tally with specimen signatures with the Company.
 - d) If the Member has marked his/her/its vote both for "Assent" and also for "Dissent" to the "Resolution" in such manner that the aggregate Equity Share voted for "Assent" and "Dissent" exceeded total numbers of Shares held.
 - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f) If the Postal Ballot Form is incomplete and incorrectly filed.
 - g) If the postal Ballot form is received torn or defected or mutilated or in manner such that it is difficult for scrutinizer to identify either the Member or the number of votes, or whether the votes are for Assent or Dissent, or neither for Assent or Dissent is mentioned or if the signature could not be verified, or one or more of above grounds.
 - h) Any competent authority has given directions in writing to the company to freeze the voting rights of the Members.
7. Duly completed Postal Ballot Form should reach the Company not later than September 07, 2018, 5.00 p.m. (IST). All Postal Ballot Forms received after this date will be considered invalid. The Members are requested to send the duly completed Postal ballot form well before the last date providing sufficient time for the postal transit.
8. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed BRE, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be considered and would be destroyed by the Scrutinizer.
10. The voting rights of the Members shall be in proportion to their Equity Shares in the total paid-up Equity Share capital of the Company as on August 03, 2018. A person who is not a member on the relevant date should treat this Notice for information purpose only.
11. In case members desirous of obtaining printed Postal Ballot form or Duplicate, he or she may send request at cs@shivaexport.in The Company shall forward the same along with postage – prepaid self- addressed Business reply envelop to the Members.
12. In case of non-receipt of the Postal Ballot Form or for any query relating thereto, the Members may contact the Company at 8, Bhatt Ji Ki Baari, Udaipur, Rajasthan-313001, India, or send an e-mail at cs@shivaexport.in
13. Incomplete, unsigned, incorrect, defaced or mutilated Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
14. The Result of voting on the Resolution will be declared on or before September 09, 2018 at the Registered office and will be displayed on the website of the Company, besides being communicated to the stock exchange, Depositories, Registrar and Share Transfer Agents.