



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 5th (Fifth) Annual General Meeting (AGM) of the Shareholders of **SHIVA GRANITO EXPORT LIMITED** will be held on **Wednesday, the 30th December, 2020 at 3.00 P.M.** through Video Conferencing (“VC”) / other Audio Visual Means (“OAVM”) 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, 2020 including the Audited Balance Sheet as at 31st March, 2020, 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 – Re-appointment of a Director

To appoint a Director in place of Ms. Rachna Upadhyaya (DIN 076174468), who retires by rotation and being eligible offers herself for re-appointment.

Special Business:-

Item No. 3 - Appointment of Mr. Vishal Jain as an Independent Director

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

“RESOLVED THAT pursuant to section 149(6), 152,160 of the Companies Act,2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder and any other applicable provisions, if any amended from time to time, Mr. Vishal Jain, holding DIN: 008742529, who was appointed as an Additional Independent Director w.e.f. July 03, 2020 be and is hereby appointed as an Independent Director of the



Company to hold office for a term upto five consecutive years commencing from July 03, 2020.

Item No. 4 - Appointment of Mrs. Chanchal Nuwal as an Independent Director

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

“RESOLVED THAT pursuant to section 149(6), 152,160 of the Companies Act,2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder and any other applicable provisions, if any amended from time to time, Mrs. Chanchal Nuwal, holding DIN: 008777592, who was appointed as an Additional Independent Director w.e.f. July 03, 2020 be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from July 03, 2020.

Item No. 5 – Re-classification of name of Mr. Kailash Chandra Upadhyay from “Promoter & Promoter Group” category

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 Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to approval from the BSE Limited (herein after referred to as stock exchange), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to re-classify by removing Mr. Kailash Chandra Upadhyay from “Promoters and Promoter Group” of the Company.

Sr. No.	Name of Promoter	No. of Equity Shares held	Percentage of Shareholding/voting rights
1	Kailash Chandra Upadhyay	0	0

RESOLVED FURTHER THAT in supersession of any provision, the applicant’s special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stands withdrawn/terminated and be null and void, with immediate effect.



RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for removal of the aforementioned applicant, the Company shall effect such removal in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT Mr. Suresh Upadhyay, Managing Director and Swati Maheshwari, Company Secretary & Compliance Officer, be and are hereby severally authorized to intimate stock exchanges post members approvals, and to submit a removal application to the stock exchanges within the permitted time and to do all such acts and deeds as may be necessary to give effect to this resolution.

Item No. 6 - Appointment of Mr. Abhishek Upadhyay as a Director

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

“RESOLVED THAT pursuant to section 149(6), 152,160 of the Companies Act,2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder and any other applicapable provisions, if any amended from time to time, Mr. Abhishek Upadhyay, holding DIN: 01889928, who was appointed as an Additional Director w.e.f. November 11, 2020 be and is hereby appointed as a Director of the Company to hold office for a term upto five consecutive years commencing from November 11, 2020.

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

**Place: Udaipur
Date: 11.11.2020**

**Sd/-
(Swati Maheshwari)
Company Secretary & Compliance Office**



NOTES:

1. In View of the continuing Covid – 19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 05, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, Physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. 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.
4. 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 5th Annual General Meeting is annexed hereto.
5. The register of Members and Share Transfer Books of the Company shall remain closed from 24th December, 2020 to 30th December, 2020 (both days inclusive) for the purpose of Annual General Meeting.
6. 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.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to theirs DP’s National Securities Depository Ltd. / Central Depository services (India) Ltd. In the case shares are held in electronic form.



8. M/s Nenawati & Associates, Chartered Accountants (FRN : 002148C), Udaipur as Statutory Auditors of the Company were appointed as Auditor of the Company at 1st Annual General Meeting of the Company held on 30th December, 2016, to hold office from the conclusion of this Annual General Meeting to till the conclusion of the 6th Annual General Meeting. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 5th AGM.
9. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not annexed to this notice.
11. Sh. Pawan Talesara, 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.
12. In Compliance with the aforesaid MCA Circulars and SEBI Circulars dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-2020 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the notice and Annual Report 2019-2020 will also be available on the website of the Company i.e. www.shivaexport.in, website of The Stock Exchange i. e BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.
13. Relevant Documents referred to in the accompanying Notice, Register and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending an email to the Company at cs@shivaexport.in.
14. **Remote E-Voting / Voting through electronics means / Instructions of E-Voting:**
 - A. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository



Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

B. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is

	101456001***
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5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tcsindya@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download



section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@shivaexport.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@shivaexport.in

15. INSTRUCTIONS FOR PARTICIPATION THROUGH VC:

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and



Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (company email id).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



ANNEXURE TO THE NOTICE

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

Item No. 3

The board has proposed to appoint Mr. Vishal Jain as an Independent Director who will hold the office for a term upto five consecutive years commencing from July 03, 2020, subject to the approval by the shareholders of the Company.

Mr. Vishal Jain, does not have any disqualification in terms of Section 164 of Companies Act, 2013.

Except Mr. Vishal Jain, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in passing the resolution.

Item No. 4

The board has proposed to appoint Mrs. Chanchal Nuwal as an Independent Director who will hold the office for a term upto five consecutive years commencing from July 03, 2020, subject to the approval by the shareholders of the Company.

Mrs. Chanchal Nuwal, does not have any disqualification in terms of Section 164 of Companies Act, 2013.

Except Mrs. Chanchal Nuwal, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in passing the resolution.

Item No. 5

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides a mechanism regarding reclassification of "Promoters and Promoter Group". In terms of the said Regulation, on July 03, 2020, the Company has received request from Mr. Kailash Chandra Upadhyay for removal of his name from Promoters and Promoter Group of the Company -

Sr. No.	Name of Promoter	No. of Equity Shares held	Percentage of Shareholding/voting rights
1	Mr. Kailash Chandra Upadhyay	0	0

Pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with amendments thereto, the Board of Directors of the Company shall analyze the request, place the same before the shareholders in a general meeting for approval and apply for stock exchanges' approval subsequently.



On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of SEBI (LODR) Regulations, 2015, the aforesaid shareholder seeking reclassification has confirmed that :

- i) He does not hold more than ten per cent of the total Voting Rights in the Company;
- ii) He does not exercise control over the affairs of the Company directly or indirectly;
- iii) He does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) He does not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v) He does not act as a Key Managerial Person in the Company;
- vi) He is not a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- vii) He is not fugitive economic offender.

Further, the aforesaid shareholder has confirmed that subsequent to reclassification, he would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015.

The said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on July 03, 2020, subject to members' approval, and stock exchanges' approval subsequently.

Accordingly, the Board recommends the resolution set out at item No. 5 of the Notice, for the approval of the members by way of an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested in the resolution set out at item no. 5 of the notice.

Item No. 6

The board has proposed to appoint Mr. Abhishek Upadhyay as a Director who will hold the office for a term upto five consecutive years commencing from November 11, 2020, subject to the approval by the shareholders of the Company.

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

Except Mr. Abhishek 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: 11.11.2020**

**Sd/-
(Swati Maheshwari)
Company Secretary & Compliance Officer**