

Shiva Granito Export Limited

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 3rd 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 Saturday, the 29th September, 2018 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, 2018 including the Audited Balance Sheet as at 31st March, 2018, 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 07617468), who retires by rotation and being eligible offers herself for re-appointment.

Item No. 3 - 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 if thought fit, to pass with or without modification(s) 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

Shiva Granito Export Limited

be fixed by the Board of Directors on the recommendation of the Audit Committee.”

Special Business:-

Item No. 4 – 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 the provisions of Section 152 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 Mr. Abhishek Upadhyay, as a Director on the Board of Directors of the Company who will hold office from the date of the Annual General Meeting of the Company and who will be liable to retire by rotation.”

Item No. 5 – Appointment of Mr. Suresh Upadhyay as a Managing 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 Provisions of Section 196, 197, 198 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such other consents and permission as may be required, the consent of the Members Mr. Suresh Upadhyay (DIN : 01858367) the Director of the Company be and is hereby appointed as Managing Director of the Company for period of five years commencing from March 13, 2018 as per the remuneration details and terms and conditions set out in the explanatory statement to this notice.

“RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managerial Personnel, if the Company does not earn any profits or earns inadequate profits as contemplated under the provision of Schedule V to the Companies Act, 2013, the company may pay to the each of the Managerial Personnel, the remuneration, excluding commission amount payable on profits earned, as the minimum remuneration by way of salary as may be determined by the Board / Nomination and Remuneration Committee after making an assessment of Company's performance and individual Managerial Personnel's performance and subject to receipt of the requisite approvals, if any.

“RESOLVED FURTHER THAT all the Director(s) of the Company be and are hereby severally authorized to furnish declaration, digitally sign Form and/or any other necessary form(s) by any one of them and file with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution.

Shiva Granito Export Limited

Item No. 6-Appointment of Mr. Tejendra Singh Marvaha 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. Tejendra Singh Marvaha, holding DIN: 08069038, who was appointed as an Additional Independent Director w.e.f. March 13, 2018 be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from March 13, 2018.

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

Place: Udaipur
Date: 20.08.2017

(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.

Shiva Granito Export Limited

4. The register of Members and Share Transfer Books of the Company shall remain closed from 21st September, 2018 to 29th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
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 along with a valid identity proof such as the PAN Card, Passport, AADHAR Card or Driving License and tender at the registration counters at the venue of the Annual General Meeting and seek registration before entering the meeting hall. Member who hold shares in dematerialized form are requested to bring their Client ID and DPID numbers for identification.
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 3rd 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. 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. Shareholders holding shares in physical form are requested to notify change of address, if any, to the Share Transfer Agents (STA) of the Company, Bigshare Services Private Limited, Mumbai immediately.

Beneficial owners holding shares in electronic form are requested to notify any change in address, bank particulars, NECS particulars etc., to their respective depository participants.
13. Members may also note that the Notice of the 3rd Annual General Meeting, Attendance Slip, Proxy Form, and the Annual Report for 2018 will also be available on the Company's website www.shivaexport.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-

Shiva Granito Export Limited

communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

14. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of AGM.
15. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
16. Reference to the SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018,
 - I. Shareholder holding physical shares are required to submit their Permanent Account Number (PAN) and bank account details to the Bigshare Services Limited (RTA), if not registered with the Company as mandated by SEBI.
 - II. Members holding shares in electronic mode are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their Demat accounts.

ANNEXURE TO THE NOTICE

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

Item No. 4

The board has proposed to appoint Mr. Abhishek Upadhyay as a Director liable to retire by rotation, who will hold the office from the date of ensuing Annual General Meeting, subject to the approval by the shareholders of the Company. He conveyed his consent to act as a director 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.

Item No. 5

As per the provisions of Section 196, 197, 198 and read with Schedule V of the Companies Act, 2013 and rules mentioned thereunder a Managing Director shall be appointed and the terms and conditions of such appointment and remuneration payable shall be approved by the Board of Director which shall be subject to approval by resolution at the annual general meeting of the Company. Mr. Suresh Upadhyay was appointed as director of the company with effect from March 13, 2018 by the Board of Directors in their meeting held on March 13, 2018. Thus approval of the Shareholders is sought after such appointment.

Shiva Granito Export Limited

The payment of following remuneration to Mr. Suresh Upadhyay has been approved

Sr. No.	Particulars	Remuneration
1.	Salary (Monthly Basis)	Rs. 75,000/- per month

In the event in any financial year during the tenure of the Managerial Personnel, if the Company does not earn any profits or earns inadequate profits as contemplated under the provision of Schedule V to the Companies Act, 2013, the company may pay to the each of the Managerial Personnel, the remuneration, excluding commission amount payable on profits earned, as the minimum remuneration by way of salary as may be determined by the Board / Nomination and Remuneration Committee after making an assessment of Company's performance and individual Managerial Personnel's performance and subject to receipt of the requisite approvals, if any.

Item No. 6

The board has proposed to appoint Mr. Tejendra Singh Marvaha as an Independent Director who will hold the office for a term upto five consecutive years commencing from March 13, 2018, subject to the approval by the shareholders of the Company.

Mr. Tejendra Singh Marvaha , does not have any disqualification in terms of Section 164 of Companies Act, 2013.

Except Mr. Tejendra Singh Marvaha, 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: 20.08.2018

(Swati Maheshwari)
Company Secretary & Compliance Officer