

NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

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]

Dear Member(s),

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 with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No.14/2020 dated April 8, 2020 , General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 (the "MCA Circulars") and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the members of Nidhi Granites Limited ("the Company") by passing resolution through postal ballot ("Postal Ballot") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to September 30, 2020, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is also annexed.

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You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

RESOLUTION

Item No.1. Appointment of Statutory Auditor to fill the Casual Vacancy.

To consider and if thought fit, to pass, the following resolution as **an Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of section 139(8) and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. S. K. Bhageria & Associates, Chartered Accountants, (Firm Registration No.112882W) be and are hereby appointed as the Statutory Auditors of the Company for financial year 2019-20 on such remuneration and out of pocket expenses as may be determined by the Board as per recommendation of Audit Committee, to fill the casual vacancy in the office of Company’s Statutory Auditor caused due to resignation of the existing Statutory Auditors M/s. S. K. Masand & Co., Chartered Accountants (Firm Registration No. 106076W) and they shall hold the office until the conclusion of the ensuing Annual General Meeting of the Company to be held for the financial year ended on 31st March, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution.”

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

SD/-

**Rajkumar Thard
Managing Director**

**Place: Mumbai
Date: 1st July,2020**

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

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NOTES:

1. The Postal Ballot Notice is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on 3rd July, 2020 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Universal Capital Securities Private Limited ("RTA").
2. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date.
3. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on info@unisec.in. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
4. Resolution, if passed by the Members through postal ballot shall be deemed to have been duly passed on the last date specified for the e-voting i.e. 06th August, 2020 in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
5. A member cannot exercise his vote by proxy on Postal Ballot.
6. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Maharashtra (in vernacular language, i.e. Marathi).
7. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact CDSL by e-mail at helpdesk.evoting@cdslindia.com or the Company at pushpraj0201@gmail.com.
8. The Postal Ballot Notice is also placed on the website of the Company www.nidhigranites.com and website of CDSL www.evotingindia.com.

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9. The Board has appointed Mr. Bhumitra V. Dholakia (Membership No. FCS 507) failing him, Mr. Nrupang B. Dholakia (Membership No. FCS 10032), Designated Partners of M/s. Dholakia & Associates LLP, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairperson, Managing Director or Company Secretary of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairperson/Company Secretary on or before 7th August, 2020.
10. The results of the postal ballot will be placed on the Company's website at www.nidhigranites.com and on the website of CDSL at www.evotingindia.com and will also be intimated to the Stock Exchange where the shares of the Company are listed i.e. BSE Limited, in accordance with the provisions of SEBI Listing Regulations. In the event that the national lockdown on account of COVID-19 situation is eased off and the Company's offices are open for business, the Company will also display the results of the postal ballot at its registered office.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-voting facility to all its members.

The instruction for e-voting are as under:

- (i) **The Voting period starts from 9.00 a.m. on Wednesday, 8th July, 2020 and ends at 05.00 p.m. on Thursday, 06th August, 2020** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 03rd July, 2020 may cast their vote electronically. 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 www.evotingindia.com
- (iii) Now click on "**Shareholder**" to cast your votes
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.

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- b. For NSDL: 8 Character DP ID followed by 8 digits client ID.
c. 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">• Members who have not updated their PAN with the Company are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr. no affixed on Annual Report, in the PAN field.• 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the Number of Shares in the Dividend Bank details field.

- (viii) After entering above details appropriately, click on **"SUBMIT"**.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in

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the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. 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 Postal Ballot 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) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the System.
- (xviii) **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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non-Individual Shareholders and Custodians:**

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- Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are requested to log on to www.evotingindia.com and register 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.
 - 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 linked in the login should be mailed to 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.
- (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 under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (022-23058542) (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE.

Item No. 1

The Members of the Company at the 36th Annual General Meeting of the Company held on 28th September, 2018 had appointed M/s. S. K. Masand & Co., Chartered Accountants (Firm Registration No. 106076W) as Statutory Auditors for a period of five (5) years i.e. upto F.Y. 2023.

M/s. S. K. Masand & Co., Chartered Accountants, Mumbai, have tendered their resignation as Statutory Auditors of the company as firm was not be able to fulfil the condition of obtaining a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India, as stipulated under Regulation 33 (1) (d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Therefore, firm is not eligible to sign the Financials Results for March 2020, resulting into casual vacancy in the office of Statutory Auditors of the Company as per Section 139 (8) of the Companies Act, 2013.

M/s. S. K. Bhageria & Associates, Chartered Accountants have confirmed their eligibility under Section 141 of Companies Act, 2013 to be appointed as Statutory Auditors of the Company to fill the casual vacancy. Further, as required under the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Statutory Auditors have also confirmed that they had subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and they hold a valid certificate issued by the Peer Review Board of ICAI.

M/s. S. K. Bhageria and Associates was established in the year 1991 registered with Institute of Chartered Accountants of India (ICAI) and having experience of around 30 years and provide service for Audit, Direct and Indirect Taxes, Company Law Matters, Project Finance - Debt and Equity Syndication Management Consultancy.

The terms and conditions of M/s. S. K. Bhageria & Associates, Chartered Accountants, including their remuneration, shall be as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company. The remuneration paid to the statutory auditors would depend on the scope of work and commensurate efforts involved and be in line with the terms and conditions of the resigning Statutory Auditors.

Based on the above the Board of the Company is of the opinion that M/s. S. K. Bhageria & Associates, Chartered Accountants fulfils all the criteria as laid down by the Companies Act, 2013, SEBI Listing Regulations and it is desirable to appoint them as the Statutory Auditors of the Company up to conclusion of the Annual General meeting to be held in year 2020. Your

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Directors, therefore, recommend the Ordinary resolution, as set forth in this Notice, for the approval of the Members.

None of the other Directors or the Key Managerial Personnel of the Company and their relatives are in any way financially or otherwise concerned or interested in the passing of this Ordinary Resolution as set out in this Notice.

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

SD/-

**Rajkumar Thard
Managing Director**

Place: Mumbai

Date: 1st July ,2020

Regd. Office:

9, Popat Bapa Shopping Centre,

2nd Floor, Station Road, Santacruz (West),

Mumbai - 400 054.