

# NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

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12<sup>th</sup> October, 2020

To,  
Corporate Service Department  
BSE LIMITED  
P J Towers, Dalal Street,  
Mumbai -400001, India

**Scrip Code: 512103**

Dear Sir/Madam,

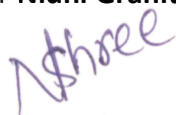
**Sub: Submission of Notice of Extra Ordinary General Meeting to be held on 5<sup>th</sup> November, 2020.**

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith Notice of Extra Ordinary General Meeting of the Nidhi Granites Limited is scheduled to be held on 5<sup>th</sup> November, 2020 at 11:00 a.m. (IST) at the registered office of the Company at 9, Popat Bapa Shopping Centre, 2<sup>nd</sup> Floor, Station Road, Santacruz West, Mumbai-400054.

Please take the same on your record and disseminate the information under "Corporate Announcement" on your exchange website.

Yours Faithfully,

For **Nidhi Granites Limited**



**Nehashree Rathi**  
**Company Secretary and Compliance Officer**  
**Encl: As above**

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## NOTICE TO SHAREHOLDERS

**NOTICE** is hereby given that an Extra-Ordinary General Meeting of the Members of **Nidhi Granites Limited** will be held on **Thursday, 5<sup>th</sup> November, 2020 at 11.00 a.m.** (IST) at the Registered Office of the Company at 9, Popat Bapa Shopping Centre, 2<sup>nd</sup> Floor, Station Road, Santacruz (West), Mumbai - 400 054 to transact the following Special business:

### ITEM NO. 1

#### RE-CLASSIFICATION FROM PROMOTER CATEGORY TO PUBLIC CATEGORY.

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

**“RESOLVED THAT** pursuant to provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (‘Listing Regulations’) including any amendments made thereto or any other applicable provisions of Listing Regulations and other applicable laws, consent of the members of the Company be and is hereby accorded to reclassify Mr. Dattaprasad Kulkarni holding 19,180 Equity Shares of the Company constituting 2.56% and Mrs. Ophelia Rodrigues holding 8,550 Equity Shares of the Company constituting 1.14% of the issued and paid up share capital of the Company from “promoter category” to “Public category” subject to such terms and conditions as may be stipulated by the BSE Limited (Bombay Stock Exchange).

**RESOLVED FURTHER THAT** that the persons now categorized as Promoters and seeking re-classification shall not:

- i. together, hold more than ten percent of the total voting rights in the listed entity;
- ii. exercise control over the affairs of the listed entity directly or indirectly;
- iii. have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements
- iv. be represented on the board of directors (including not having a nominee director) of the listed entity;
- v. act as a key managerial person in the listed entity;
- vi. be a ‘willful defaulter’ as per the Reserve Bank of India Guidelines;
- vii. be a fugitive economic offender.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider

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appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities.”

For and on behalf of the Board  
For Nidhi Granites Limited

Place: Mumbai

Date: 5<sup>th</sup> October, 2020

sd/-

Nehashree Rathi  
Company Secretary  
ACS : 50888

Regd. Office:

9, Popat Bapa Shopping Centre,  
2<sup>nd</sup> Floor, Station Road, Santacruz (West),  
Mumbai - 400 054

CIN: L51900MH1981PLC025677

Email: [pushpraj0201@gmail.com](mailto:pushpraj0201@gmail.com)

Website: [www.nidhigranites.com](http://www.nidhigranites.com)

## NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business contained in the Notice of the Extra-Ordinary General Meeting is annexed hereto and forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ON A POLL AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to the Provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

Proxy Form in order to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting. A Proxy may not vote except on Poll. A Proxy so appointed shall not have any right to speak at the meeting. Blank proxy form is enclosed.

3. A Member who is desirous of getting any information as regard to the business to be transacted at the meeting is requested to write to the Company his queries at least seven days in advance of the Meeting in order to keep the information required readily available at the Meeting.

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4. Members/Proxies and authorised signatories should bring the attendance slip duly filled in for attending the meeting. The identity/signature of the Members holding shares in electronic/demat form is liable for verification with specimen signatures as may be furnished by NSDL/CDSL to the Company. Such Members are advised to bring the relevant identity card, issued by the Depository Participant, to attend the Extra Ordinary General Meeting.
5. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Notice of the General Meeting and other communications through electronic mode to those Members who have registered their e-mail addresses either with the company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Notice of the General Meeting and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participants only. Members of the Company who have registered their e-mail address are entitled to receive such communication in physical form upon request.
6. A route map showing directions to reach the venue of an Extra-Ordinary General Meeting is given at the end of the notice as per the requirements of Secretarial Standard -2 on General Meeting.
7. The Company's Equity shares are listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.

## 8. E-Voting

In accordance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rule 2014 as amended by the Companies (Management and Administration) Rule, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the stated items of business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("remote e-voting") to its Members. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for providing remote e-voting facilities to the Members, enabling them to cast their vote in a secured manner.

- (i) **The Voting period starts from 9.00 a.m. (IST) on Sunday, 1<sup>st</sup> November, 2020 and ends on 5.00 p.m. (IST) on Wednesday, 4<sup>th</sup> November, 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. 23<sup>rd</sup> October, 2020 may cast their vote electronically. The voting module shall be disabled by CDSL for voting thereafter. 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 <https://www.evotingindia.com>
- (iii) Now click on "**Shareholder**" to cast your votes
- (iv) Now Enter your User ID

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a. 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for physical shareholders)</p> <ul style="list-style-type: none"><li>• 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 the Notice, in the PAN field.</li><li>• 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.</li></ul>

- (viii) After entering above details appropriately, click on "**SUBMIT**".
- (ix) Members holding shares in Physical form will then reach directly the Company selection screen. 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 EOGM Notice.
- (xiv) After selecting the resolution, you have decided to vote on, click on "**SUBMIT**".

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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) 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. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- (xviii) You are advised to cast your vote only through one mode (E-voting or through Poll at the EOGM). In case you cast your votes through both the modes, votes cast through E-voting shall only be considered and votes cast at the meeting through Poll would be rejected.
- (xix) **Note for Non-Individual Shareholders and Custodians:**
- Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are requested to log on to <https://www.evotingindia.com> and registered 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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 or send to the Scrutinizer through e-mail to [info@dholakia-associates.com](mailto:info@dholakia-associates.com).
- (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](http://www.evotingindia.com) under help section or Mr. Rakesh Dalvi, Manager,(022-23058542) (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

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- (xxi) Members, who have registered their e-mail addresses with the Company, are being sent the EOGM Notice, Attendance Slip & Proxy Form by e-mail and others are being sent by post/courier.
- (xxii) The Results shall be declared on or after the EOGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within 48 hours of passing of the resolutions at the EOGM of the Company and communicated to the BSE Limited.
9. The facility for voting through ballot paper shall be made available at the EOGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
10. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
11. Any person becoming a Member of the Company after the dispatch of the Notice of the Meeting and holds shares can exercise their voting rights through remote e-voting by following the instructions listed hereinabove or by voting facility provided at the meeting.
12. Mr. Nrupang B. Dholakia or in his absence Mr. Bhumitra V. Dholakia, of Dholakia & Associates LLP, Company Secretaries in Whole Time Practice have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
13. The Chairperson shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the EOGM but have not cast their votes by availing the remote e-voting facility.
14. The Scrutinizer shall, immediately after the conclusion of voting at Extra-Ordinary General Meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall within 48 hours of conclusion of the meeting submit a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
15. The result along with the Scrutinizer's Report shall be communicated to BSE Limited [www.bseindia.com](http://www.bseindia.com) as well as on the website of the Company at [www.nidhigranites.com](http://www.nidhigranites.com).
16. Beneficial Owners holding shares in electronic/demat form are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant. Members holding shares in physical form are requested to notify any change in their address, bank account etc. to the Registrar and Share Transfer Agents, Universal Capital Securities Pvt. Ltd.

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

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Place: Mumbai

Date: 5<sup>th</sup> October, 2020

Nehashree Rathi  
Company Secretary  
ACS : 50888

**Regd. Office:**

9, Popat Bapa Shopping Centre,  
2<sup>nd</sup> Floor, Station Road, Santacruz (West),  
Mumbai - 400 054

CIN: L51900MH1981PLC025677

Email: [pushpraj0201@gmail.com](mailto:pushpraj0201@gmail.com)

Website: [www.nidhigranites.com](http://www.nidhigranites.com)



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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS.

### ITEM NO. 1

#### RE-CLASSIFICATION FROM PROMOTER CATEGORY TO PUBLIC CATEGORY.

The Company had received letter dated 20<sup>th</sup> July, 2020 from Mr. Dattaprasad Kulkarni and Mrs. Ophelia Rodrigues to reclassify their shareholding from Promoter category to Public category of the shareholding of the Company pursuant to the Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015').

Mr. Dattaprasad Kulkarni holds 19,180 Equity Shares of the Company constituting 2.56% and Mrs. Ophelia Rodrigues holds 8,550 Equity Shares of the Company constituting 1.14% of the issued and paid up share capital of the Company.

They have also never held at any time, any position of Key Managerial Personnel in the Company. They also do not have any special rights through formal or informal arrangements with the Company or Promoters or any person in the Promoter Group. They are also never privy to any price sensitive information of the Company except matters discussed at the board meeting.

Based on letter received from the applicant, the matter was discussed by the Board of Directors of the Company at their meeting held on 30<sup>th</sup> July, 2020 and Board approved re-classification from the category 'promoter' to 'public' with approval of the stock exchanges and members.

The Board is of the view that the above members were shown as Promoters inadvertently for so many years and in order to correct the same it is proposed to reclassify to public category by following Regulation 31A of the said Regulations. Mr. Kulkarni and Mrs. Rodrigues resigned as Directors of the Company w.e.f. 31<sup>st</sup> August, 2020 in compliance with Regulation 31A of the said Regulations.

The Board recommends passing of Ordinary Resolution as set out in this Notice.

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None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Dattaprasad Kulkarni and Mrs. Ophelia Rodrigues and their relatives, has any concern or interest, financial or otherwise, in the resolution in this Notice.

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

**Place: Mumbai**

**Date: 5<sup>th</sup> October, 2020**

*sd/-*

**Nehashree Rathi  
Company Secretary  
ACS : 50888**

**Regd. Office:**

**9, Popat Bapa Shopping Centre,  
2<sup>nd</sup> Floor, Station Road, Santacruz (West),  
Mumbai - 400 054**

**CIN: L51900MH1981PLC025677**

**Email: [pushpraj0201@gmail.com](mailto:pushpraj0201@gmail.com)**

**Website: [www.nidhigranites.com](http://www.nidhigranites.com)**

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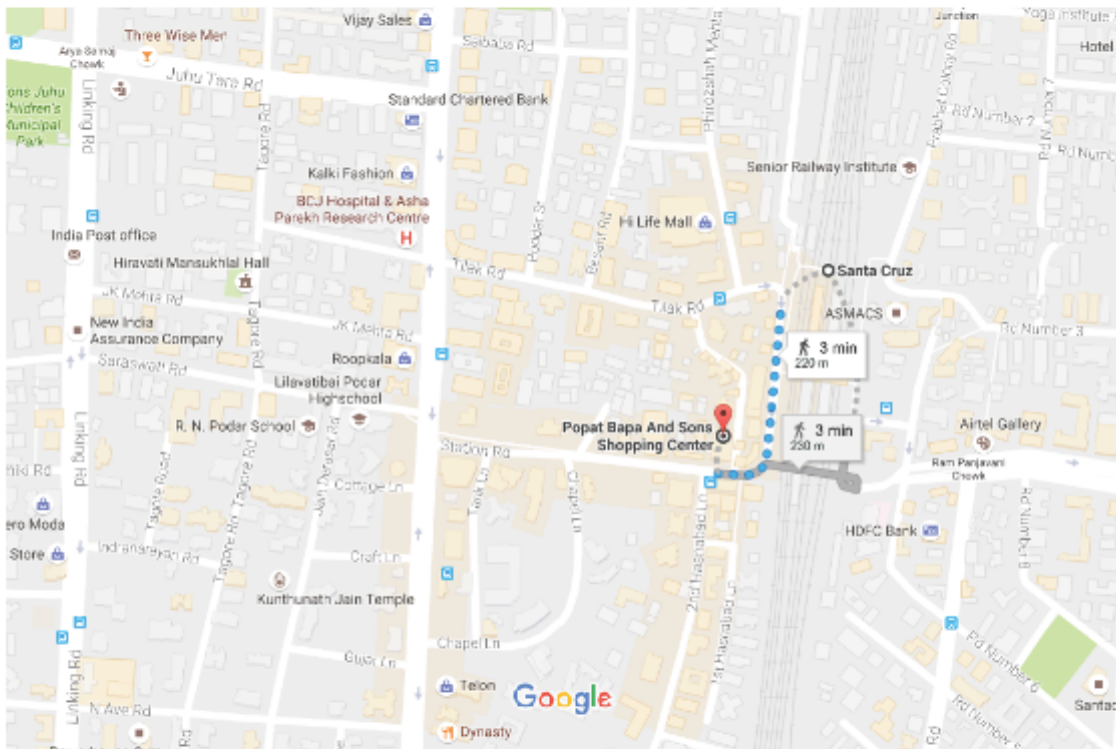


Santa Cruz to Popat Bapa And Sons Shopping Center

Walk 220 m, 3 min

ROUTE MAP OF ANNUAL GENERAL MEETING VENUE

**9, Popat Bapa Shopping Centre,  
2<sup>nd</sup> Floor, Station Road,  
Santacruz (West),  
Mumbai - 400 054**



Map data ©2016 Google 100 m



via Station Rd

3 min

220 m



via Station Road and Santacruz Skywalk

3 min

230 m

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FORM NO. MGT – 11

## Proxy Form

*[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**CIN:** L51900MH1981PLC025677

**Name of the company:** Nidhi Granites Limited

**Registered Office:** 9, Popat Bapa Shopping Centre, 2<sup>nd</sup> Floor, Station Road, Santacruz (West),  
Mumbai - 400054. Tel: (022) 26491040/26485481, Email: - pushpraj0201@gmail.com

Name of the Member (s):

Registered Address:

E- mail Id:

Folio no:

DP Id:

I/We, being the member (s) of..... Shares of the Company, hereby appoint

1. Name:  
Address:  
E-mail id:  
Signature \_\_\_\_\_ or failing him/her
2. Name:  
Address:  
E-mail Id:  
Signature \_\_\_\_\_ or failing him/her
3. Name:  
Address:  
E-mail Id:  
Signature \_\_\_\_\_ or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the Extra-Ordinary General Meeting of the Company, to be held on the Thursday, 5<sup>th</sup> November, 2020 at 11.00 a.m. at the registered office of the Company at 9, Popat Bapa Shopping Centre, 2<sup>nd</sup> Floor, Station Road, Santacruz (West), Mumbai – 400054 or at any adjournment thereof in respect of resolution for Re-Classification of shares of promoter category to public category.

# NIDHI GRANITES LIMITED

CIN- L51900MH1981PLC025677

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Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2020

Signature of shareholder: \_\_\_\_\_

Affix  
Revenue  
Stamp

Signature of Proxy Holder(s): \_\_\_\_\_

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

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## NIDHI GRANITES LIMITED

(CIN: L51900MH1981PLC025677)

Regd. Office: 9, Popat Bapa Shopping Centre, 2<sup>nd</sup> Floor, Station Road,  
Santacruz (West), Mumbai 400054

Tel No. 022-26491040 Tel. Fax: 022-26485481

e-mail : [pushpraj@0201gmail.com](mailto:pushpraj@0201gmail.com)

### ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

#### **The Extra-Ordinary General Meeting on 5<sup>th</sup> November, 2020**

I hereby record my presence at the **Extra-Ordinary General Meeting** of the Company held on **Thursday, 5<sup>th</sup> November, 2020 at 11:00 a.m.** at the registered office of the Company at **9, Popat Bapa Shopping Centre, Station Road, Santacruz (West), Mumbai – 400 054.**

Name of the Member (IN BLOCK LETTERS): \_\_\_\_\_

Reg. Folio No. / Demat ID:

\_\_\_\_\_

No. of Shares held: \_\_\_\_\_

Name of Proxy (IN BLOCK LETTERS): \_\_\_\_\_

\_\_\_\_\_  
Signature of the Member/Proxy

**NOTE: KINDLY SIGN AND HANDOVER THE ATTENDANCE SLIP AT THE ENTRANCE OF THE MEETING HALL.**

#### **REMOTE E-VOTING PARTICULARS**

REVEN (Remote E-voting Event Number)	USER ID	PASSWORD