

NOTICE

NOTICE is hereby given that the **Eighty-Fourth Annual General Meeting** of the Members of Stone India Limited will be held on Friday, the 26th day of September, 2014 at 11.00 A.M. at 'Kalakunj' (Basement) Hall, Kalamandir, 48, Shakespeare Sarani, Kolkata- 700 017 to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account of the Company for the year ended on 31st March, 2014 and the Balance Sheet of the Company as at that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shrivardhan Goenka (DIN 00030375), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Lodha & Co., Chartered Accountants, Auditors of the Company, having Registration No. 301051E allotted by The Institute of Chartered Accountants of India (ICAI), who shall hold office from the conclusion of this 84th Annual General Meeting until the conclusion of 87th Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS:

4. To adopt new set of Articles of Association for the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules, the existing Articles of Association of the Company be and is hereby replaced by a new set of Articles of Association of the Company duly incorporating all the clauses in conformity with the provisions of the newly enacted Companies Act, 2013."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the company be and is hereby authorised to take all such steps and actions and give directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard"

5. To approve Borrowing limits of the Company.

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

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Extra-Ordinary General Meeting of the Company held on December 31, 1993 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs.75 crore."

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

6. To create charges on the assets of the Company

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

"RESOLVED THAT in supersession of all earlier resolutions passed under Section 293(1)(a) of the Companies Act, 1956 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) of such mortgages, charges, liens, pledge and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board/Committee of the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees

for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value within the overall ceiling prescribed by the members of the Company in terms of Section 180(1)(c) of the Companies Act, 2013 with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/Loan Agreements/ Debenture Trust Deeds entered/to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies/Trustees, the documents for creating the aforesaid mortgages, charges, pledge, lien and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

7. To appoint Mr. Sukhendu Ray (DIN:00009110) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act,2013 and the rules made there under, Mr. Sukhendu Ray, Director, for whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the name of Mr. Sukhendu Ray for the Directorship of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to five years from 27th September,2014, not liable to retire by rotation."

8. To appoint Mr. Indrajit Sen (DIN:00216190) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act,2013 and the rules made there under, Mr. Indrajit Sen, Director, for whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the name of Mr. Indrajit Sen for the Directorship of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to five years from 27th September,2014, not liable to retire by rotation."

9. To appoint Mr. Ashwani Kumar Goswami (DIN:02636247) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act,2013 and the rules made there under, Mr. Ashwani Kumar Goswami, Director, for whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the name of Mr. Ashwani Kumar Goswami for the Directorship of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to five years from 27th September, 2014, not liable to retire by rotation."

10. To appoint Mr. Aniket Agarwal (DIN:00054252) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act,2013 and the rules made there under, Mr. Aniket Agarwal, Director, for whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the name of Mr. Aniket Agarwal for the Directorship of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to five years from 27th September,2014 not liable to retire by rotation".

Registered Office :

16, Taratalla Road
Kolkata 700 088

Date : 14th August, 2014

**By the Order of the Board of Directors
For Stone India Limited**

**(Abhijit Majumdar)
Company Secretary and Legal Head**

NOTES :

- (1) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- (2) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the items included under Special Notice is annexed hereto and forms part of the notice.
- (3) The Register of Members and Share Transfer Books will remain closed from Tuesday, 23rd September, 2014 to Friday, 26th September, 2014 (both days inclusive).
- (4) Pursuant to the provisions of the Companies Act, all unpaid/unclaimed dividends for and upto and including the Company's Financial Year 2005-06 ended on 31st March, 2006 had been transferred to the "Investor Education and Protection Fund".
- (5) As per SEBI regulations a copy of the PAN Card of the transferee(s) should be furnished along with the physical transfer/transmission of shares.
- (6) Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of 7 years is required to be transferred to the "Investor Education and Protection Fund" (IEPF) of the Central Government. Members who have not encashed the dividend warrants for the Financial years 2006-07 & 2007-08 are requested to send their claims to Company's Registrar & Share Transfer Agent, M/s. C. B. Management Services Pvt. Ltd., P-22, Bondel Road, Kolkata-700 019 immediately along with unencashed Dividend Warrants lying with them. It may also be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie in respect thereof.
- (7) Mr. Abhijit Majumdar, Company Secretary and Legal Head is the Compliance Officer in terms of Clause 47 of the Listing Agreements with the Stock Exchanges. Members may communicate with the Compliance Officer at the Registered Office address in relation to any query pertaining to their shareholdings.
- (8) As per the provisions of the Companies Act, the facility for making nominations is available to Members in respect of their Shares in the Company. Nomination forms can be obtained from M/s. C. B. Management Services Pvt. Ltd., Registrars & Share Transfer Agent (R & T Agent) of the Company, in case they hold their Shares in physical form. If they are holding the Shares in dematerialized form, they may contact with their respective Depositories for such nomination.
- (9) Members who hold shares in physical form are requested to inform the R & T Agent, their Income Tax Permanent Account Number (PAN) / General Index Register Number (GIR) if any, allotted to them by the Income Tax Authorities.
- (10) Members holding shares in physical form are requested to notify changes in their addresses, if any, quoting their folio numbers to the R & T Agent of the Company.
- (11) Members holding shares under multiple folios are requested to submit their applications to R & T Agent, for consolidation of folios into single folio.
- (12) The Register of Directors and Key Managerial Personnel and their Shareholding, if any, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
- (13) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Reports at the meeting. Members are requested to provide their E-mail address to the Company for quicker dispatch of information and documents.
- (14) Members desiring any relevant information on the annual accounts of the Company are requested to write to the Company well in advance to ensure that such requests reach the Company at least ten (10) days before the Annual General Meeting, so as to enable the Company to keep the information ready.
- (15) In terms of circular being nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011 issued by the Ministry of Corporate Affairs, Govt. of India for Green Initiatives in the Corporate Governance, the members desiring to receive notice/ documents etc., from the Company through electronic mode instead of physical copy may register their e-mail address and changes therein from time to time with the Company. A request letter in this regard giving details of e-mail address may be sent at the Registered Office/ RTA address/info@stoneindia.co.in
- (16) At the ensuing Annual General Meeting of the Company, Mr. Shrivardhan Goenka, Director, will retire by rotation and being eligible, offered himself for reappointment.
- (17) Brief profile of the aforesaid Directors are given in the enclosed notice.
- (18) **VOTING THROUGH ELECTRONIC MEANS :**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35 B of the Listing Agreement, the company is providing members the facility to exercise their vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd (CDSL).

A member may exercise his votes at any General Meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014. During the e-voting period, members of the company holding shares either in physical form or dematerialized form, as on the cut off date i.e., 22nd August, 2014, may cast their votes electronically.

The e-voting period commences at 10 A.M. on Saturday, the 20th day of September, 2014 and ends at 6 P.M. on Monday, the 22nd September, 2014. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. A copy of this notice has been placed on the website of the Company and the website of CDSL.

Mr. Atul Kumar Labh, Practicing Company Secretary (FCS 4848/CP3238) and Proprietor of M/s. A.K.Labh & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forthwith submit to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.stoneindia.co.in and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the Stock Exchanges where the Companies shares are listed.

The process and instructions for e-voting are as under :

- (i) Log on to the e-voting website www.evotingindia.com during the voting period
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - 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.
 - d. Next enter the Image Verification Code/Captcha Code as displayed and Click on Login.
 - e. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company / entity, then your existing password is to be used. If you are a first time user follow the steps given below.
- (iv) Now, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Bank records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Bank records for the said demat account or folio. # 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 held by you as on the cut off date in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then reach directly the EVSN 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 the new password field. Kindly note that this password is also to be 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the relevant EVSN of Stone India Limited on which you choose to vote.
- (ix) 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 have given assent to the Resolution and option NO implies that you have expressed dissent to the Resolution.
- (x) Click on the "Resolutions File Link" if you wish to view the entire resolutions.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If Demat account holder has forgotten the changed password then enter the User ID and image verification code / Captcha Code and click on Forgot Password & enter the details as prompted by the system.

- (xv) A. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- B. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- C. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- D. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvi) In case of members receiving the physical copy:
- I. Please follow all steps from sl.no. (i) to sl.no. (xv) above to cast vote.
- II. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
19. **Members who do not have any access to e-voting, may requisite a Physical Ballot Form from the Office of the Registrar & Share Transfer Agent of the Company. Members are required to fill the Physical Ballot Form and enclose it in a sealed envelope and send it "TO THE SCRUTINIZER. MR. ATUL KUMAR LABH (UNIT: STONE INDIA LIMITED) C/O. C B MANAGEMENT SERVICES PRIVATE LIMITED, P-22, BONDEL ROAD, KOLKATA - 700019. Unsigned / wrongly signed, incomplete or incorrectly ticked forms shall be rejected. The Scrutinizer's decision on the validity of the form will be final. Members are required to vote either through the electronic system or through physical ballot and not in any other mode. In the event of Members casting votes through both the processes, the votes in the electronic system will be considered only. The Physical Ballot Form must be received by the Scrutinizer on or before 22nd September, 2014 (6:00 P.M.).**
- (20) Attendance Slip and Proxy Form in the prescribed format are being attached to this Notice of the 84th Annual General Meeting for the convenience of the shareholders.

Request to the Members:

- Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for ensuring easy identification of attendance at the Meeting.
- For convenience of Members, Attendance Slip is attached to the Proxy Form. Members are requested to fill in and affix their signatures at the space provided therein and handover the Attendance Slip at the entrance of the place of meeting. Proxy/Representative of a member should mark on the Attendance Slip as "Proxy" or "Representative", as the case may be.

Registered Office :

16, Taratalla Road
Kolkata 700 088

Date : 14th August, 2014

**By the Order of the Board of Directors
For Stone India Limited**

**(Abhijit Majumdar)
Company Secretary and Legal Head**

Explanatory Statement Pursuant to Section 102(1) of the Companies Act , 2013

As required by Section 102(1) of the Companies Act, 2013("Act"), the following explanatory statements set out all material facts relating to the business mentioned under items nos. 4 to 10 of the accompanying Notice dated 14th August, 2014.

Item No.4.

The Companies Act, 2013 has made drastic changes over the provisions of Companies Act, 1956. It necessitates adoption of a new Articles of Association in place of old one to accommodate required clauses in conformity with the provisions of the new Companies Act, 2013.

The draft copy of the Articles of Association of the Company is available for inspection at the Registered office of the Company at 16, Taratola Road, Kolkata-700088 on any working day during business hours.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions, except as shareholder of the Company. The Board recommends the Special Resolution set out in Item No. 4 of the Notice for approval by the shareholders.

Item Nos. 5 & 6.

At the Extra-ordinary General Meeting of the Company held on December 31, 1993, the Members had, by way of Ordinary Resolution and in pursuance of the provisions of Section 293(1)(d) of the Companies Act, 1956, approved of borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 25 crores at any point of time. Now, under Section 180 of the Companies Act, 2013, the above powers of the Board are required to be exercised only with the consent of the company by a Special Resolution.

Subsequently, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the resolution passed under section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to borrowings (subject to the limits prescribed) and/or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year from the date of notification of section 180 of the Act.

It is, therefore, proposed to obtain the consent of the shareholders, by way of a Special Resolution, to enable the Company to borrow funds up to Rs. 75 Crores and creation of a mortgage, pledge, lien, hypothecation or charge for the said borrowing in view of increase in the volume of activities of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions, except as shareholder of the Company. The Board recommends the Special Resolutions set out in Item No. 5 & 6 of the Notice for approval by the shareholders.

Item No. 7.

Mr. Sukhendu Ray is a Non-Executive (Independent) Director (DIN: 00009110) of the Company. He joined the Board of Directors in May, 1991. As per Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and as per Clause 49 of Listing Agreement (Revised), Mr. Sukhendu Ray is to be re-appointed as an Independent Director for a term of five years.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from M/s ISG Traders Limited, a member, along with a deposit of Rs. 100000/- proposing his candidature for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Sukhendu Ray (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-Section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Sukhendu Ray as an Independent Director of the Company up to Five years from 27-09-2014 pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Sukhendu Ray, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Sukhendu Ray as an Independent Director setting out the terms and conditions is available for inspection without any fees by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board recommends the resolution set forth in Item No.7 for the approval of the members. Mr. Sukhendu Ray is interested in the resolutions set out respectively in item No 7 of the Notice with regard to his appointment. The relatives of Mr. Sukhendu Ray may be deemed to be interested in the resolution set out in item no 7 of the Notice to the extent of their shareholding interest, if any, in the Company. A brief profile of Mr. Sukhendu Ray is given below for perusal of the members.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item No. 7.

Item No. 8.

Mr. Indrajit Sen is a Non-Executive (Independent) Director (DIN: 00216190) of the Company. He joined the Board of Directors in May, 1991. As per Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and as per Clause 49 of Listing Agreement (Revised), Mr. Indrajit Sen is to be re-appointed as an Independent Director for a term of five years.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from M/s ISG Traders Limited, a member, along with a deposit of Rs. 100000/- proposing his candidature for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Indrajit Sen (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-Section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Indrajit Sen as an Independent Director of the Company up to Five years from 27-09-2014 pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Indrajit Sen, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Indrajit Sen as an Independent Director setting out the terms and conditions is available for inspection without any fees by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board recommends the resolution set forth in Item No.8 for the approval of the members. Mr. Indrajit Sen is interested in the resolutions set out respectively in item No 8 of the Notice with regard to his appointment. The relatives of Mr. Indrajit Sen may be deemed to be interested in the resolution set out in item no 8 of the Notice to the extent of their shareholding interest, if any, in the Company. A brief profile of Mr. Indrajit Sen is given below for perusal of the members.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item No 8.

Item No. 9.

Mr. Ashwani Kumar Goswami is a Non-Executive (Independent) Director (DIN: 02636247) of the Company. He joined the Board of Directors in June, 2009. As per Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and as per Clause 49 of Listing Agreement (Revised), Mr. Ashwani Kumar Goswami is to be re-appointed as an Independent Director for a term of five years.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from M/s ISG Traders Limited, a member, along with a deposit of Rs. 100000/- proposing his candidature for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Ashwani Kumar Goswami (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014 to the effect that he is not disqualified under sub-Section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub- Section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Ashwani Kumar Goswami as an Independent Director of the Company up to Five years from 27-09-2014 pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Ashwani Kumar Goswami, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Ashwani Kumar Goswami as an Independent Director setting out the terms and conditions is available for inspection without any fees by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board recommends the resolution set forth in Item No.9 for the approval of the members. Mr. Ashwani Kumar Goswami is interested in the resolutions set out respectively in item No 9 of the Notice with regard to his appointment. The relatives of Mr. Ashwani Kumar Goswami may be deemed to be interested in the resolution set out in item no 9 of the Notice to the extent of their shareholding interest, if any, in the Company. A brief profile of Mr. Ashwani Kumar Goswami is given below for perusal of the members.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item No 9.

Item No.10.

Mr. Aniket Agarwal is a Non-Executive (Independent) Director (DIN: 00054252) of the Company. He joined the Board of Directors in October, 2003. As per Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and as per Clause 49 of Listing Agreement (Revised), Mr. Aniket Agarwal is to be re-appointed as an Independent Director for a term of five years.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from M/s ISG Traders Limited, a member, along with a deposit of Rs. 100000/- proposing his candidature for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Aniket Agarwal (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014 to the effect that he is not disqualified under sub-Section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub- Section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Aniket Agarwal as an Independent Director of the Company up to Five years from 27-09-2014 pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Aniket Agarwal, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Aniket Agarwal as an Independent Director setting out the terms and conditions is available for inspection without any fees by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board recommends the resolution set forth in Item No.10 for the approval of the members. Mr. Aniket Agarwal is interested in the resolutions set out respectively in item No 10 of the Notice with regard to his appointment. The relatives of Mr. Aniket Agarwal may be deemed to be interested in the resolution set out in item no 10 of the Notice to the extent of their shareholding interest, if any, in the Company. A brief profile of Mr. Aniket Agarwal is given below for perusal of the members.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item No 10.

Registered Office :

16, Taratalla Road
Kolkata 700 088

Date : 14th August, 2014

**By the Order of the Board of Directors
For Stone India Limited**

**(Abhijit Majumdar)
Company Secretary and Legal Head**

Brief Profile of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to the Corporate Governance Code :

Name of the Director	Mr. Shrivardhan Goenka	Mr. Sukhendu Ray	Mr. Indrajit Sen	Mr. Ashwani Kumar Goswami	Mr. Aniket Agarwal
Age	39 Years	91 years	74 Years	71 Years	45 Years
Qualifications	B.Com., MBA from Kellogg School of Management, Northwestern University, USA.	B. Sc., F.C.A. (England & Wales)	B.E. (Mech)	Mechanical Engineer, Indian Administrative Service (IAS)	LL.B.,
Nature of expertise	General Management, Finance and Marketing	Mr. Ray retired as Managing Director & CEO of Guest Keen Williams Ltd. He has extensive experience in Corporate and Industrial management.	More than 50 years experience in Engineering, Industrial & Corporate Management.	Mr. Ashwani Kumar Goswami is a retired Government official of the Indian Administrative Service (IAS). He is also a qualified Mechanical Engineer who has had a brilliant academic record. He had a long and distinguished career, his last post before retirement was as Secretary to the Government of India. Earlier, he had attained the top most position of Chief Secretary in the State of Himachal Pradesh. He had held various other important positions in the State and Central Government such as Chairman, Electricity Board, Director of Industries etc.	Commercial & Corporate Laws
Date of First Appointment	25th November, 1997.	7th May, 1991.	7th May, 1991.	30th June, 2009	31st October, 2003
Name of the other companies in which he holds Directorship of Board	Duncans Industries Ltd. Duncans Tea Ltd ISG Traders Ltd Odyssey Travels Ltd Star Paper Mills Ltd	International Combustion (India) Ltd.	International Combustion (India) Limited Mozer Process Technology Private Limited	Jai Prakash Power Ventures Limited JP Sports Int. Limited	Kothari Phytochemicals Industries Limited The Oudh Sugar Mills Limited
Name of the other companies/associations in which he holds Membership of Committees of the Board/Governing Body	Indian Chamber of Commerce Federation of Indian Chamber of Commerce & Industry	International Combustion (India) Ltd. - Audit Committee, Chairman - Shareholder' / Investors' Grievance Committee	International Combustion (India) Ltd. - Shareholder' / Investors' Grievance Committee - Audit Committee	Jai Prakash Power Ventures Limited - Finance Committee, Chairman - Audit Committee, Member JP Sports Int. Ltd. - Audit Committee, Chairman	Nil
Professional Membership	Nil	Nil	Nil	Nil	Incorporated Law Society, High Court, Calcutta
No. of shares held in the Company	1,35,500	Nil	Nil	Nil	Nil

STONE INDIA LIMITED

Registered Office: 16 Taratala Road, Kolkata - 700088
CIN: L35201WB1931PLC006996 Web Site: www.stoneindia.co.in Tel: 91 33 2401 4661

PROXY FORM - MGT - 11

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

Name of the Member(s)			
Registered Address			
E-mail I.D.			
Folio No./Client I.D.		DP I.D.	

I / We, being the member(s)/holder(s) of _____ shares of the above mentioned company, hereby appoint

- Name:
Address:
E-mail Id:
Signature:, or failing him/her
- Name:
Address:
E-mail Id:
Signature:, or failing him/her
- Name:
Address:
E-mail Id:
Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the EightyFourth Annual General Meeting of the Company to be held on the 26th day of September, 2014 at 11.00 A.M. at "Kalakunj" (Basement) Hall, Kalamandir, 48, Shakespeare Sarani, Kolkata-700 017 of the Company and at any adjournment thereof, in respect of such resolutions as are indicated below:-

- To receive, consider and adopt the Profit and Loss Account of the Company for the year ended on 31st March, 2014 and the Balance Sheet of the Company as at that date together with the reports of the Directors and Auditors thereon.
- To appoint a Director in place of Mr. Srivardhan Goenka (DIN 00030375), who retires by rotation and being eligible, offers himself for re-appointment.
- To re-appoint M/s. Lodha & Co., Chartered Accountants, Auditors of the Company, having Registration No. 301051E allotted by The Institute of Chartered Accountants of India (ICAI), who shall hold office from the conclusion of this 84th Annual General Meeting until the conclusion of 87th Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration.
- To adopt new set of Articles of Association for the Company.
- To approve Borrowing limits of the Company.
- To create charges on the assets of the Company.
- To appoint Mr. Sukhendu Ray (DIN:00009110) as an Independent Director.
- To appoint Mr. Indrajit Sen (DIN:00216190) as an Independent Director.
- To appoint Mr. Ashwani kumar Goswami (DIN:02636247) as an Independent Director.
- To appoint Mr. Aniket Agarwal (DIN:00054252) as an Independent Director.

Signed this day of , 2014

Affix
Revenue
Stamp

Signature of Shareholder (s)

Signature of Proxy Holder (s)

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

STONE INDIA LIMITED

Registered Office: 16 Taratala Road, Kolkata - 700088

CIN: L35201WB1931PLC006996 Web Site: www.stoneindia.co.in Tel: 91 33 2401 4661

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the Hall.

I/We hereby record my/our presence at the Eighty-fourth Annual General Meeting of the Company held at "Kalakunj" (Basement) Hall, Kalamindir, 48, Shakespeare Sarani, Kolkata 700 017 on Friday, 26th September, 2014, at 11.00 A.M.

Full Name of the Member(s)/Proxy
in Block Letters.

Folio No. :

D. P. Id :

No. of Shares held :

Client Id :

Signature of the Member(s)/Proxy

Note : Only Members of the Company or their proxies will be allowed to attend the Meeting.
