

NOTICE

NOTICE is hereby given that the **EIGHTY-SECOND ANNUAL GENERAL MEETING** of the Members of **Stone India Limited** will be held on Friday, the 28th day of September, 2012 at 11.00 A.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata- 700 017 to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Profit and Loss Account of the Company for the year ended on 31st March, 2012 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. Ashwani Kumar Goswami, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Aniket Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 Annual General Meeting until the conclusion of next Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any of the Companies Act, 1956 ("the Act"), read with Schedule XIII of the Act, or any amendment or re-enactment thereof, and subject to such sanctions and approval of the Central Government, as may be necessary, the Company hereby accords its approval for the re-appointment of Mr. Shrivardhan Goenka as a Wholtime Director of the Company for a further period of 3 (three) years with effect from 1st August, 2012 on such remuneration and upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening the meeting with liberty to the Board of Directors ("the Board" which term shall be deemed to include any Committee of the Board) to alter and vary the terms and conditions including remuneration of the said appointment, if necessary, in such manner as may be agreed to by and between the Board and Mr. Shrivardhan Goenka, within the limit specified in the Act;

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

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

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any of the Companies Act, 1956 ("the Act"), read with Schedule XIII of the Act, or any amendment or re-enactment thereof, and subject to such sanctions and approval of the Central Government, as may be necessary, the Company hereby accords its approval for the re-appointment of Mr. Amitava Mondal as Managing Director & CEO of the Company for a further period of 3 (three) years with effect from 1st October, 2012 on such remuneration and upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening the meeting with liberty to the Board of Directors ("the Board" which term shall be deemed to include any Committee of the Board) to alter and vary the terms and conditions including remuneration of the said appointment, if necessary, in such manner as may be agreed to by and between the Board and Mr. Amitava Mondal, within the limit specified in the Act;

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

Registered Office :

16, Taratalla Road
Kolkata 700 088

Date :10th August, 2012

By Order of the Board of Directors
For Stone India Limited

(Debabrata Thakurta)
Company Secretary,
Legal & Compliance Officer

NOTES :

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. The proxy in order to be effective must reach the Registered Office of the Company at least 48 hours before the time fixed for the meeting.
- (2) The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto and forms part of the notice.
- (3) The Register of Members and Share Transfer Books will remain be closed from Friday, 21st September, 2012 to Friday, 28th September, 2012 (both days inclusive).
- (4) Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office on all working days (except Saturdays) between 11.00 AM and 1.00 PM prior to the date of the Annual General Meeting.
- (5) Pursuant to Section 205A(5) of the Companies Act, 1956 all unpaid/unclaimed dividends for and upto and including the Company's Financial Year 1998/99 ended on 31st March 1999 had been transferred to the "Investor Education and Protection Fund".
- (6) 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.
- (7) Pursuant to the provisions of Section 205A of the Companies Act, 1956 as amended, 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 2005-06, 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-700019 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.
- (8) Mr. Debabrata Thakurta, Company Secretary 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.
- (9) As per the provisions of the Companies Act, 1956 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.
- (10) 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.
- (11) 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.
- (12) Members holding shares under multiple folios are requested to submit their applications to R & T Agent, for consolidation of folios into single folio.
- (13) The Register of Director's Shareholding, maintained under Section 307 of the Companies Act, 1956 will be available for inspection by the Members at the Annual General Meeting.
- (14) 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.
- (15) 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.
- (16) 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.
- (17) At the ensuing Annual General Meeting of the Company, Mr. Ashwani Kumar Goswami and Mr. Aniket Agarwal, Directors retire by rotation and being eligible, offered themselves for reappointment.

Mr. Shrivardhan Goenka and Mr. Amitava Mondal are proposed to be re-appointed as Wholetime Director and Managing Director & CEO respectively.

Brief profile of the aforesaid Directors are given in the enclosed notice.

Request to the Members:

1. 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.
2. 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 :10th August, 2012

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

**(Debabrata Thakurta)
Company Secretary,
Legal & Compliance Officer**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS

(Pursuant to section 173 (2) of the Companies Act, 1956)

Item No. 5

Mr. Shrivardhan Goenka was reappointed as Wholetime Director of the Company for a further period of three years with effect from 1st August, 2012 by the Board of Directors at their meeting held on 4th May, 2012 as per terms and conditions approved by the Remuneration Committee of the Board and the terms of his existing term of office expired on 31st July, 2012.

Considering the performance of Mr. Shrivardhan Goenka in the developmental process of the Company, the Remuneration Committee of the Board has recommended the re-appointment of Mr. Shrivardhan Goenka as Wholetime Director of the Company on the following terms and conditions for a further period of three years with effect from 1st August, 2012, subject to the necessary approval of the Members and Central Government, as may be necessary, for further growth and performance of the Company in the coming years.

In consideration of his service, Mr. Shrivardhan Goenka shall be entitled to the following by way of remuneration :

- (i) Period : From 1st August, 2012 to 31st July, 2015.
- (ii) Basic salary : a) For the period 01.08.2012 to 31.07.2013 : Rs. 38,00,000/- (Rupees thirty eight lakhs only) p.a.
b) For the period 01.08.2013 to 31.07.2014 : Rs. 41,80,000/- (Rupees forty one lakhs eighty thousand only) p.a.
c) For the period 01.08.2014 to 31.07.2015 : Rs. 45,98,000/- (Rupees forty five lakhs ninety eight thousand only) p.a.
- iii) Performance Pay : Maximum 50% of Basic Salary
- iv) Perquisites : a) Group Accident Insurance and Leave Encashment – as per the Rules of the Company.
b) Superannuation pay of Rs. 1,00,000/- (Rupees one lakh only) p.a..

The following will not be included in computing perquisites as aforesaid:

- a) Company's contribution towards provident fund
- b) Gratuity at the end of the tenure at the rates not exceeding half a month's salary for each year of service

Mr. Goenka shall also be entitled to leave in accordance with the Rules of the Company from time to time in force as applicable to the Senior Executives of the Company and entitled to encashment of unavailed leave at the end of his term of office.

In absence or inadequacy of profits of the Company in any Financial Year during the term of Mr. Goenka's appointment he shall for that year receive the same remuneration as above within the ceiling limits laid down in Section II of part II of the Schedule XIII to the Act.

No other Director of the Company except Mr. Shrivardhan Goenka and Mr. G. P. Goenka, Chairman being related to Mr. Shrivardhan Goenka are concerned or interested in the aforesaid resolution.

The Board accordingly recommends the Resolution as set out in item no. 5 of the Notice convening the meeting for approval of the members.

This may be treated as compliance with the provisions of Section 302 of the Companies Act, 1956.

Item no.6

Mr. Amitava Mondal was reappointed as Managing Director & CEO of the Company for a further period of three years with effect from 1st October, 2012 and the terms of his existing term of office expires on 30th September, 2012.

As part of the initiative to create enduring leadership resulting the growth and development of the Company, the Board of Directors of the Company ("the Board") at its meeting held on 10th August, 2012 approved the reappointment of Mr. Amitava Mondal as Managing Director & CEO of the Company for a further period of three years with effect from 1st October, 2012 for further growth and performance of the Company in the coming years. The terms of reappointment including remuneration as approved by the Remuneration Committee and the Board, subject to the approval of the Members and the Central Government, as may be necessary, are as follows.

In consideration of his service, Mr. Amitava Mondal shall be entitled to the following by way of remuneration :

- (a) Period : From 1st October, 2012 to 30th September, 2015
- (b) Basic Salary : Rs. 67,08,240/- (Rupees sixty seven lakhs eight thousand two hundred forty only) p.a.
- (c) Performance Pay : 65% of Basic Salary

- (d) Perquisites : (i) Company leased accommodation or HRA of 55% of Basic Salary
- (ii) Reimbursement of Medical Expenses incurred for self and family subject to a maximum of Rs.15,000/- (Rupees fifteen thousand only) p.a.
- (iii) Leave Travel Assistance – maximum of Rs.2,00,000/- (Rupees two lakhs only) p.a. subject to Income Tax Rules.
- (iv) Car for use on the Company's business only and reimbursement of residential and mobile telephone bills use in the Company's business only.
- (v) Group Accident Insurance, Medical Insurance – as per Rules of the Company.
- (vi) Superannuation pay of Rs.1,00,000/- (Rupees one lakh only) p.a.
- (vii) Gratuity as per Rules of the Company.
- (viii) Due to contingency of work, Mr. Amitava Mondal will be allowed to maintain an office annexed to his place of residence. All reasonable actual expenses to maintain such office will be borne by the Company.

Mr. Amitava Mondal shall also be entitled to leave in accordance with the Rules of the Company from time to time in force as applicable to the Senior Executives of the Company and entitled to encashment as per Rules of the Company.

Mr. Mondal shall be entitled to reimbursement of other expenses actually and properly incurred in connection with the Company's business.

In the absence or inadequacy of profits of the Company in any Financial Year during the term of Mr. Mondal's appointment he shall for that year receive the same remuneration as above within the ceiling limits laid down in Section II of part II of the Schedule XIII to the Act.

The arrangement provides inter alia for the determination by either party by giving or paying to the other six month's salary in lieu thereof and also sets out the mutual rights and obligations of the parties and other administrative details.

No other Director of the Company except Mr. Amitava Mondal is concerned or interested in the aforesaid resolution.

The Board accordingly recommends the Resolution as set out in item no. 6 of the Notice convening the meeting for approval of the members.

This may be treated as compliance with the provisions of Section 302 of the Companies Act, 1956.

Registered Office :

16, Taratalla Road
Kolkata 700 088

Date :10th August, 2012

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

**(Debabrata Thakurta)
Company Secretary,
Legal & Compliance Officer**

Statement as required by Section II of Part II of Schedule XIII of the Companies Act, 1956 :

I. General Information

(1) Nature of Industry :

The Company is a multi product engineering company located in Kolkata, has been serving Indian rail road industry over decades. The Company is a pioneer in brake systems and has a wide range of mechanical and electrical products for the rail road industry.

(2) Date or expected date of commencement of commercial production :

Not applicable. The Company has been in operation since decades.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :

Not applicable.

(4) Financial performance based on the given indicators :

(Rs. in lacs)

Year ended	31.03.2012	31.03.2011	31.03.2010
Gross Revenue	10,012.64	9,268.45	9,457.85
Profit before interest, depreciation, tax and exceptional items	1,067.47	1,149.53	1,093.75
Provision for tax (current & deferred tax)	172.13	154.47	122.16
Paid up share capital	760.33	760.33	760.33
Earning per share	4.21	6.00	5.80

(5) Export performance and net foreign exchange collaborations :

Export earnings for the year was amounting to Rs.57.41 lacs.

For expanding business, the Company has entered into several MOU's with the foreign parties.

(6) Foreign investments or collaborators, if any :

There were no foreign investments in the Company.

However, the Company has entered into certain strategic alliances with the foreign parties. These parties have not invested in the Company.

II. Information about the appointees

(1) Background details :

These have been adequately disclosed as a part of the notice.

(2) Past remuneration :

(Rs. in lacs)

	Mr. Shrivardhan Goenka	Mr. Amitava Mondal
2009-10	30.33	68.87
2010-11	32.00	109.02
2011-12	32.00	121.81

(3) Recognition or awards :

Not applicable.

(4) Job profile and their suitability :

Subject to the supervision, control and direction of the Board of Directors, Mr. Shrivardhan Goenka and Mr. Amitava Mondal will continue to oversee the overall business activities of the Company and its development for which they have substantial knowledge, background, expertise and leadership qualities.

(5) Remuneration proposed :

It has been adequately disclosed in the Explanatory Statement.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expertise the relevant details would be with respect to the country of his origin) :

The remunerations of Mr. Shrivardhan Goenka and Mr. Amitava Mondal, as proposed are at par with their peers in Companies of similar size and nature.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :

Save what is set out herein and apart from their shareholdings in the Company, Mr. Shrivardhan Goenka and Mr. Amitava Mondal have no other pecuniary relationship with the Company. No relative of Mr. Shrivardhan Goenka and Mr. Amitava Mondal is employed in the Company.

III. Other information :

(1) Reasons of loss or inadequate profits.

(2) Steps taken or proposed to be taken for improvement.

(3) Expected increase in productivity and profits in measurable terms.

These have been elaborated in the Annual Report and Accounts for the year ended 31st March, 2012 forming part of this Notice.

IV. Disclosures in terms of remuneration packages, benefits etc.

This has been adequately disclosed in the Explanatory Statement.

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

1.	Name of the Director	Mr. Ashwani Kumar Goswami
	Age	69 Years
	Qualifications	Mechanical Engineer, Indian Administrative Service (IAS)
	Nature of expertise	Mr. Ashwani Kumar Goswami is a retired Government member 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.
	Date of First Appointment	30th June, 2009
	Name of the other companies in which he holds Directorship of Board	Jai Prakash Power Ventures Limited Steel Authority of India Limited JP Sports Int. Limited
	Name of the other companies in which he holds Membership of Committees of the Board	Jai Prakash Power Ventures Limited – Finance Committee, Chairman Steel Authority of India Limited – Audit Committee – Projects Committee, Chairman – Joint Ventures Committee – HR Committee, Chairman – Long Term Vision Committee, Chairman JP Sports Int. Ltd. – Audit Committee, Chairman
	Professional Membership	Nil
	No. of shares held in the Company	Nil

2.	Name of the Director	Mr. Aniket Agarwal
	Age	44 Years
	Qualifications	LL.B.,
	Nature of expertise	Commercial & Corporate Laws
	Date of First Appointment	31st October, 2003
	Name of the other companies in which he holds Directorship of Board	Kothari Phytochemicals Industries Limited
	Name of the other companies in which he holds Membership of Committees of the Board	Nil
	Professional Membership	Incorporated Law Society, High Court, Calcutta
	No. of shares held in the Company	Nil

3.	Name of the Director	Mr. Shrivardhan Goenka
	Age	37 Years
	Qualifications	B.Com., MBA from Kellogg School of Management, Northwestern University, USA.
	Nature of expertise	General Management, Finance and Marketing
	Date of First Appointment	25th November, 1997.
	Name of the other companies in which he holds Directorship of Board	Continuous Forms (Calcutta) Ltd Duncans Agro Chemicals Ltd Duncans Industries Limited Duncans Tea Ltd Frontline Tea Tradeco Pvt Ltd ISG Traders Ltd Kavita Marketing Pvt Ltd Odyssey Travels Ltd Shubh Shanti Services Ltd Star Paper Mills Ltd Stone Intermodal Pvt Ltd Stone Bio-Tech Pvt Ltd
	Name of the other companies in which he holds Membership of Committees of the Board	Indian Chamber of Commerce Federation of Indian Chamber of Commerce & Industry
	Professional Membership	Nil
	No. of shares held in the Company	1,35,500

4.	Name of the Director	Mr. Amitava Mondal
	Age	54 Years
	Qualifications	B. Tech. (Hons) in Mechanical Engineering from IIT, Kharagpur & PGDIM from NITIE, Mumbai.
	Nature of expertise	New Product & Business Development, Performance Improvement, Business Transformation, International Marketing, Negotiating Skills, Foreign Collaboration & JVs, International Funding, Setting up of New Operations, Team Building etc.
	Date of First Appointment	15th October, 2003
	Name of the other companies in which he holds Directorship of Board	Duncans Tea Limited Stone Intermodal Private Limited Stone Bio-Tech Private Limited Green Sanitation Foundation Stone Technology Private Limited
	Name of the other companies in which he holds Membership of Committees of the Board	Nil
	Professional Membership	Member of All India Management Association
	No. of shares held in the Company	45,128

STONE INDIA LIMITED

Regd. Off. : 16, Taratalla Road, Kolkata 700 088

Shareholder Response Form

Our Registrar & Share Transfer Agent :

C.B. Management Services (P) Limited

P-22 Bondel Road, Kolkata-700 019

Tel. : 40116700/6701/6718/6723, Fax : 2287 0263

E-mail : rta@cbmsl.com

Name :

Date :

Address :

.....

.....City.....Pin Code.....

Tel. No. :

Mobile No. :

E-mail :

Nature of complaint :

(Tick whichever is appropriate)

- | | | | |
|---|--------------------------|-------------------------------|--------------------------|
| 1. Allotment Letter / Refund Order | <input type="checkbox"/> | 5. Redemption Amount | <input type="checkbox"/> |
| 2. Certificate / Endorsed / Transfer / Duplicate / Bonus / Rights | <input type="checkbox"/> | 6. Annual Report for the Year | <input type="checkbox"/> |
| 3. Interest / Dividend (Specify period) | <input type="checkbox"/> | 7. Other (Specify) | <input type="checkbox"/> |
| 4. Credit with DP | <input type="checkbox"/> | | |

Particulars of complaint:

(Provide Maximum Details)

- | | | | |
|--------------------|----------------------|------------------|----------------------|
| 1. Folio | <input type="text"/> | 5. DRN No. | <input type="text"/> |
| 2. Certificate No. | <input type="text"/> | 6. DP ID No. | <input type="text"/> |
| 3. Distinctive No. | <input type="text"/> | 7. Client ID No. | <input type="text"/> |
| 4. Appl. No. | <input type="text"/> | | |

Any other grievances / comments :

.....

Signature Name of the holders

Folio No. / DPID & Address

Client ID No.

STONE INDIA LIMITED

Registered Office : 16, Taratalla Road, Kolkata 700 088

PROXY FORM

I/We of
..... being a member/s of
STONE INDIA LIMITED hereby appoint
of or failing him
..... of
..... as my/our proxy to attend and
vote for me/us and on my/our behalf at the Eighty-Second Annual General Meeting of the Company to be held on
Friday, 28th September, 2012, at 11.00 A.M. and at any adjournment thereof.

As witness my/our hand(s) this day of 2012.

Affix
Re.1/-
Revenue
Stamp

Signed by the said

Folio No. D. P. Id. Client Id

No. of Shares held

Note : The proxy must be returned so as to reach the Registered Office of the Company **not less than 48 hours before** the
time for holding the aforesaid Meeting.

STONE INDIA LIMITED

Registered Office : 16, Taratalla Road, Kolkata 700 088

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-Second Annual General Meeting of the Company held at
Bharatiya Bhasa Parishad, 36A, Shakespeare Sarani, Kolkata 700 017 on Friday, 28th September, 2012, 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.

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