

## NOTICE

**NOTICE** is hereby given that the **Eighty-Third Annual General Meeting** of the Members of **Stone India Limited** will be held on Wednesday, the 25th day of September, 2013 at 11.00 A.M. at 'Kalakunj' (Basement) Hall, Kalamandir, 48, Shakespeare Sarani, Kolkata-700 017 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Profit and Loss Account of the Company for the year ended on 31st March, 2013 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. Indrajit Sen, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sukhendu Ray, 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, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and enabling provisions of the Memorandum & Articles of Association of the Company and subject to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [the "SEBI (ICDR) Regulations, 2009"] as in force and the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the requisite approvals, consents, permissions and /or sanctions, if any, of SEBI, Stock Exchanges and/or any other Statutory/Governmental authorities or Institutions, as may be required and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and /or sanctions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee constituted /to be constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, upto 20,00,000 (Twenty Lakh) Warrants on Preferential basis to Promoters / Promoter Group as specified in the Explanatory Statement, whether or not they are members of the Company, entitling the holder of each Warrant to apply for and obtain allotment of one equity share of Rs. 10/- (Rupees ten) each fully paid up against each Warrant (hereinafter referred to as "Warrants"), in such manner, at such price ("Warrant Price") and on such terms and conditions as may be determined by the Board provided that the price of the Warrants so issued shall not be less than price arrived at in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009.

**RESOLVED FURTHER THAT** the aforesaid issue of Warrants shall be in accordance with the following terms and conditions:

- i. The resultant equity shares to be issued and allotted upon exercise of conversion right attached to the Warrants in terms of this resolution shall subject to the provisions of the Memorandum and Articles of Association of the Company rank pari passu in all respects with the then existing fully paid equity shares of the Company and be listed on the Stock Exchanges where the shares of the Company are listed.
- ii. The proposed allottees of the Warrants shall on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the warrant price. The balance 75% of the warrant price shall be payable on or before the conversion of the said warrants into Equity Shares.
- iii. The holder(s) of each Warrant will be entitled to apply for and obtain allotment of one equity share of Rs. 10/- (Rupees ten) each fully paid up against each Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of such warrants, in one or more tranches in compliance with the applicable provisions and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue or allotment of aforesaid Securities and listing thereof with the Stock Exchanges as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the Securities, utilization of the issue proceeds and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board, in its absolute discretion, may deem necessary, expedient, proper or desirable and to settle all questions, difficulties

or doubts that may arise in this regard at any stage without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make on its own accord or to accept such amendments, modifications, variations and alterations as any Statutory or Governmental authorities / Institutions may stipulate or otherwise required in respect of such warrants.

**RESOLVED FURTHER THAT** the Warrant Certificates be issued to the allottees of Warrant under the Common Seal of the Company to be affixed in terms of the provisions of the Article of Associations of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred by this resolution to any Director or Directors or to any Committee of Directors or any other Executive(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

**Registered Office :**

16, Taratalla Road  
Kolkata 700 088

Date : 28th August, 2013

**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 Wednesday, 18th September, 2013 to Wednesday, 25th September, 2013 (both days inclusive).
- (4) 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".
- (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 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-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. 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.
- (8) 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.
- (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 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.
- (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.
- (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.
- (16) At the ensuing Annual General Meeting of the Company, Mr. Indrajit Sen and Mr. Sukhendu Ray, Directors retire by rotation and being eligible, offered themselves for reappointment.

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 : 28th August, 2013

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

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

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**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS**  
**{Pursuant to Section 173(2) of the Companies Act, 1956}**

To augment the long term resources of the Company, for meeting the working capital requirements and for general corporate purposes in view of the current performance of the Company, it is proposed to issue, on preferential basis to the Promoters / Promoter Group of the Company, upto 20,00,000 (Twenty Lakh) Warrants convertible into equity shares of face value of Rs. 10/- (Rupees ten) each in compliance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009.

In terms of section 81(1A) of the Companies Act, 1956, the shareholders are required to accord their approval to the Special Resolution for raising resources through issue of shares/securities or other instruments convertible into equity shares on preferential basis. Hence the consent of shareholders is being sought for the special resolution as proposed in the notice.

The information as required under the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2009, are as under :

**(i) Object of the Issue :**

The object of the issue is to raise resources to meet the working capital requirements which shall facilitate to augment the financial resources and thereby support the operational performance of the Company and also to meet general corporate purposes.

**(ii) Intention of the Promoters/Promoter Group to subscribe to this Offer :**

ISG Traders Limited and Shubh Shanti Services Limited, Promoter Group entities intend to subscribe upto 20,00,000 (Twenty Lakh) Warrants on preferential basis, each Warrant giving the holder thereof right to convert into one equity shares of face value of Rs. 10/- (Rupees ten) each.

**(iii) Under subscription, if any :**

Any of the Warrants that may remain un-exercised for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity/investor belonging to Promoter/ Promoter Group, on the same terms and conditions.

**(iv) Shareholding Pattern before and after the Offer: (as of June 30, 2013) :**

Class of Shareholders	Pre Preferential Issue		Post Preferential Issue*	
	No. of Shares	% of share capital	No. of Shares	% of share capital
Promoters/ Promoter Group	2305854	30.35	4305854	44.87
Institutional (Mutual Fund/Bank/ Insurance Companies)	15858	0.21	15858	0.17
Non Resident Individuals/OCBs	238787	3.14	238787	2.49
Resident Individuals/Others	5036000	66.30	5036000	52.47
<b>Total</b>	<b>7596499</b>	<b>100.00</b>	<b>9596499</b>	<b>100.00</b>

\* The shareholding and percentages have been worked out after considering the conversion of entire warrants into equity shares and assuming that there is no further increase in share capital till allotment of these shares.

**(v) Proposed time within which allotment shall be completed :**

The allotment of Warrants are proposed to be made within 15 (Fifteen) days of the date of passing of this resolution by the Shareholders in the Annual General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval for such allotment by Stock Exchange, SEBI or any other statutory or governmental authorities/Institutions, the allotment shall be completed within 15 (Fifteen) days from the date of receipt of such approval.

**(vi) The identity of the proposed allottees and the percentage of Post Preferential Issue Capital that may be held by them :**

Name of the Proposed Allottees	Pre Allotment		Post Allotment*	
	No. of Shares	% of share capital	No. of Shares	% of share capital
<b>Promoters/ Promoter Group</b>				
ISG Traders Limited	942302	12.40	2942302	30.66
Shubh Shanti Services Limited				

On an assumption of conversion of all the Warrants into equity shares of the Company and there is no further increase in share capital till allotment of these shares.

The above companies are listed companies and are part of Duncan Goenka Group which is ultimately controlled by Shri G. P. Goenka alongwith his family members (wife and son). The percentage of shareholding of the company post preferential issue controlled by them will be 44.87% as indicated in para (iv) above under the Promoter/Promoter Group.

**(vii) Lock-in :**

The Warrants under this preferential offer and resultant equity shares issued upon exercise of the entitlement against such Warrants to the Promoters/ Promoters Group shall be subject to lock in period as stipulated in Chapter VII of the SEBI (ICDR) Regulations, 2009.

**(viii) Price of the Issue :**

The Warrants will be issued at a price not lower than the minimum price as stipulated in Chapter VII of the SEBI (ICDR) Regulations, 2009. The said guidelines provides for a price being higher of the following:

- The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognized Stock Exchange during the twenty six weeks preceding the relevant date; or
- The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized Stock Exchange during the two weeks preceding the relevant date.

**(ix) Relevant Date :**

"Relevant Date" for determining the issue price of the warrants in accordance with the SEBI (ICDR) Regulations, 2009 is fixed as 26th August, 2013 being the date thirty days prior to the date of passing this resolution.

**(x) Change in the control or composition of the Board :**

Subsequent to the proposed issue of Warrants on Preferential Basis, there will neither be a change in control nor a change in the management of the Company. However there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment.

**(xi) Undertakings:**

- The Issuer Company undertakes that they shall re-compute the price of the Warrants issued in terms of the SEBI (ICDR) Regulations, 2009, where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

**(xii) Other Terms of Issue of Warrants :**

- a. The proposed allottees of the Warrant shall on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the total consideration per Warrant.
- b. The holder(s) of each Warrant will be entitled to apply for and obtain allotment of one equity share against each Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants, in one or more tranches. At the time of exercise of entitlement, the warrant holder shall pay the balance of the consideration relating to the entitlement so exercised. The warrant price will be adjusted / set off against the issue price of the Equity Shares converted there against.
- c. If the entitlement against the Warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the Warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.
- d. Upon receipt of the requisite payment as above, the Board (or a Committee) on exercise of right by Warrant holders shall allot one equity share against each Warrant by appropriating Rs.10/- (Rupees ten) per share towards equity share capital and the balance amount paid against each warrant towards the securities premium.
- e. The Warrant by itself does not give to the holder thereof any right of the shareholder of the Company.
- f. In the event the Company makes any bonus issue by way of capitalization of the reserves, prior to allotment of equity shares resulting from exercise of option under the warrants, the number of shares to be allotted against such Warrants shall stand augmented in the same proportion in which equity share increase as a consequence of such bonus issue.
- g. In the event the Company making a right offer by way of issue of new equity share prior to allotment of equity shares resulting from exercise of option under the Warrants, the entitlement of equity share shall stand increased in the same proportion in the right offer and such additional equity shares will be offered to the warrant holder(s) at the same price at which the existing shareholders are offered equity shares.
- h. In the event the equity shares of the Company are either sub-divided or consolidated before the conversion of the Warrants into equity shares of the Company, the face value, the number of equity shares to be acquired on conversion of the Warrants, and the Warrant Issue Price shall automatically stand adjusted in the same proportion without affecting any right or obligation of the Warrant holders;
- i. In the event the Company's equity capital is affected or changed due to any other corporate actions such as a merger, demerger, consolidation of business, or other reorganization of the Company, tender offer for equity shares or sale of undertaking, necessary adjustments with respect to the terms of the aforesaid Warrants shall be made by the Company and such other action, as may be deemed necessary or appropriate by the Board shall be taken to reflect such corporate actions.

**(xiii) SEBI Takeover Code :**

As per SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 ["SEBI (SAST), 2011"], any acquirer, who together with the persons acting in concert with him, has acquired and holds 25% or more of the voting rights in a company but less than the maximum permissible non-public shareholdings, if acquire within any financial year additional shares or voting rights in the company entitling them to exercise more than 5% of the voting rights, are required to make an public announcement of an open offer to the other shareholders to acquire their shares. The allotment of Warrants does not require making of a public announcement of open offer in terms of SEBI (SAST), 2011, as long as allotment of equity shares upon exercise of the conversion option attached to the Warrants do not cross the prescribed threshold limit at any point of time, during any of the financial years. Due to above preferential allotment of the Warrants and the resultant issue of equity shares, no change in management control is contemplated. The aforesaid allottee(s) shall comply with the relevant provisions of the SEBI (SAST), 2011 consequent to the allotment of shares on conversion of Warrants.

**(xiv) Auditor's Certificate :**

A copy of the certificate from the Statutory Auditor of the Company, M/s. Lodha & Co., Chartered Accountant, certifying that the issue of the Warrants on Preferential basis being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009. A copy of this certificate shall be placed before the shareholders' at the Annual General Meeting and the same will be available for inspection at the Registered Office of the Company during the hours 3.00 P.M. to 5.00 P.M. on any working day (except Saturday) until the date of Annual General Meeting.

As it is proposed to issue and allot the Warrants on preferential basis, Special Resolution is required to be approved by members pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 and Chapter VII of SEBI (ICDR) Regulation, 2009.

None of the Directors of the Company are concerned or interested in the resolution except Shri G. P. Goenka and Shri Shrivardhan Goenka being associated with the Promoter Company(ies)/Promoter Group.

Your Directors recommend the Special Resolution as set out in the notice for your approval.

**Registered Office :**

16, Taratalla Road  
Kolkata 700 088

Date : 28th August, 2013

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

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

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

1.	Name of the Director	Mr. Indrajit Sen
	Age	73 Years
	Qualifications	B. E. (Mech)
	Nature of expertise	More than 50 years experience in Engineering, Industrial & Corporate Management.
	Date of First Appointment	7th May, 1991
	Name of the companies in which he holds Directorship of Board	International Combustion (India) Limited
	Name of the companies in which he holds Membership of Committees of the Board	International Combustion (India) Ltd. – Shareholder’/Investors’ Grievance Committee
	Professional Membership	Nil
	No. of shares held in the Company	Nil

2.	Name of the Director	Mr. Sukhendu Ray
	Age	90 Years
	Qualifications	B. Sc., F.C.A.(England & Wales)
	Nature of expertise	Mr. Ray retired as Managing Director & CEO of Guest Keen Williams Ltd. He has extensive experience in Corporate and Industrial management.
	Date of First Appointment	7th May, 1991
	Name of the companies in which he holds Directorship of Board	International Combustion (India) Limited
	Name of the companies in which he holds Membership of Committees of the Board	International Combustion (India) Ltd. – Audit Committee, Chairman – Shareholder’/Investors’ Grievance Committee
	Professional Membership	Fellow of the Institute of Chartered Accountants of England & Wales
	No. of shares held in the Company	Nil

## 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. / DP ID & ..... 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-Third Annual General Meeting of the Company to be held on  
Wednesday, 25th September, 2013, at 11.00 A.M. and at any adjournment thereof.

As witness my/our hand(s) this ..... day of ..... 2013.

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.

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## 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-Third Annual General Meeting of the Company held at  
"Kalakunj" (Basement) Hall, Kalamindir, 48, Shakespeare Sarani, Kolkata 700 017 on Wednesday, 25th September,  
2013, 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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## BOARD OF DIRECTORS

### Chairman

G. P. Goenka

### Managing Director & CEO

A. Mondal

### Directors

S. Ray

I. Sen

A. Agarwal

A. K. Goswami

Shrivardhan Goenka

### BOARD COMMITTEES

#### Audit Committee

S. Ray	Chairman
I. Sen	Member
A. K. Goswami	Member
A. Mondal	Permanent Invitee

#### Shareholders'/Investors' Grievance Committee

S. Ray	Chairman
I. Sen	Member
A. Mondal	Member

#### Remuneration Committee

I. Sen	Chairman
G. P. Goenka	Member
S. Ray	Member
A. Agarwal	Member

### CORPORATE MANAGEMENT COMMITTEE

A. Mondal	Managing Director & CEO
G. Ghosh	Sr. Vice President (Marketing)
U. Palit	Sr. Vice President (Operations)
S. Goswami	Sr. Vice President & CFO

#### Company Secretary, Legal & Compliance Officer

D. Thakurta

#### Auditors

Lodha & Co.  
*Chartered Accountants*  
14 Government Place East,  
Kolkata 700 069

#### Cost Auditors

Datta, Ghosh, Bhattacharya  
& Associates  
*Cost Accountants*  
37 Gobinda Bose Lane  
Kolkata 700 025

#### Bankers

State Bank of India  
Indian Overseas Bank  
ICICI Bank Limited  
State Bank of Bikaner & Jaipur

#### Registrar & Share Transfer Agent

C. B. Management Services Pvt. Ltd.  
P-22, Bondel Road, Kolkata 700 019  
Ph.: +91 33 40116700/6701/ 6718/6723  
Fax: +91 33 2287 0263 E-mail: rta@cbmsl.com

#### Registered Office

16 Taratalla Road, Kolkata 700 088, India  
Phone: +91 33 2401 4661-8, Fax: +91 33 2401 4886  
E-mail: info@stoneindia.co.in, Website: www.stoneindia.co.in